



FILE COPY

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

Company Number **10405070**

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

YMCA WELLINGTON AND DISTRICT

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 **1st October 2016**



N104050704



Companies House



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

IN01

Application to register a company

002254/40
laserform

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

✗ **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. Do not
use this form if any individual person
with significant control is applying
or has applied for protection from
having their details disclosed on the
public register. Contact enquiries at
companieshouse.gov.uk to get a
separate form

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



A05 23/09/2016 #43
COMPANIES HOUSE

Part 1 Company details

| | |
|-----------|---|
| A1 | Company name |
| | <p>Check if a company name is available by using our name availability search www.companieshouse.gov.uk/info</p> <p>Please show the proposed company name below</p> <p>Proposed company name in full ①</p> <p>YMCA WELLINGTON AND DISTRICT</p> <p>For official use</p> <p>10405070</p> |

→ **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 at
www.gov.uk/companieshouse

| | |
|-----------|---|
| A2 | Company name restrictions ② |
| | <p>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</p> <p><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</p> |

② **Company name restrictions**
A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance at
www.gov.uk/companieshouse

| | |
|-----------|---|
| A3 | Exemption from name ending with 'Limited' or 'Cyfyngedig' ③ |
| | <p>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</p> <p>✓ 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</p> |

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements or private
companies that are charities are
eligible to apply for this. For more
details, please go to our website
www.gov.uk/companieshouse

IN01

Application to register a company

A4

Company type ①

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

① Company type

If you are unsure of your company's type, please go to our website www.gov.uk/companieshouse

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities ②

| | | | | | |
|-----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| Classification code 1 | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Classification code 2 | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Classification code 3 | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Classification code 4 | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

If you cannot determine a code, please give a brief description of the company's business activity below

Principal activity description

This charitable company's activities arise from aims and purposes of the YMCA in England to include advancement of the Christian faith, provision of accommodation for those in need, improving beneficiaries conditions of life, developing beneficiaries capacities and relieving those in need

② Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website www.gov.uk/companieshouse

A6

Situation of registered office ③

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

③ 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

IN01

Application to register a company

A7

Registered office address ①

| | | | | | | | | | | |
|----------------------|---|---|---|--|---|---|---|--|--|--|
| | Please give the registered office address of your company | | | | | | | | | |
| Building name/number | CONSORT HOUSE | | | | | | | | | |
| Street | VICTORIA AVENUE | | | | | | | | | |
| | WELLINGTON | | | | | | | | | |
| Post town | TELFORD | | | | | | | | | |
| County/Region | SHROPSHIRE | | | | | | | | | |
| Postcode | T | F | 1 | | 1 | N | H | | | |

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A6

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

A8

Articles of association ②

| | | | | | | | | | | |
|----------|--|--|--|--|--|--|--|--|--|--|
| | 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 <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> 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 <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company | | | | | | | | | |
| Option 3 | <input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application | | | | | | | | | |

② For details of which company type can adopt which model articles, please go to our website www.gov.uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles

A9

Restricted company articles ③

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

③ Restricted company articles

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

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-C4.

| | |
|------------------|----------------|
| Title * | MRS |
| Full forename(s) | LAURA MICHELLE |
| Surname | DORAN |
| Former name(s) ② | SPRAGG |
| | |

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

B2

Secretary's service address ③

| | | | | | | | |
|----------------------|---------------------------------|--|--|--|--|--|--|
| Building name/number | THE COMPANY'S REGISTERED OFFICE | | | | | | |
| Street | | | | | | | |
| | | | | | | | |
| Post town | | | | | | | |
| County/Region | | | | | | | |
| Postcode | | | | | | | |
| Country | | | | | | | |

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.

IN01

Application to register a company

Corporate secretary

C1

Corporate secretary appointments ①

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

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

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

Registered or principal address

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

C2

Location of the registry of the corporate body or firm

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

→ Yes Complete **Section C3 only**

→ No Complete **Section C4 only**

C3

EEA companies ②

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

Where the company/firm is registered ③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse

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

C4

Non-EEA companies

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

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

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-E4 | |
| Title * | MR | |
| Full forename(s) | MALCOLM | |
| Surname | VICKERS | |
| Former name(s) ② | | |
| | | |
| Country/State of residence ③ | ENGLAND | |
| Nationality | BRITISH | |
| Month/year of birth ④ | X X m0 m8 y1 y9 y5 y3 | |
| Business occupation (if any) ⑤ | RETIRED | |
| | | |
| | | |

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ 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 ⑥ | |
| | Please complete the service address below. You must also fill in the director's usual residential address in Section D4 . | |
| Building name/number | THE COMPANY'S REGISTERED OFFICE | |
| Street | | |
| | | |
| Post town | | |
| County/Region | | |
| Postcode | | |
| Country | | |

⑥ 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.

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-E4.

| | | | | | | | | | | | | | | |
|--------------------------------|----------------|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Title * | MR | | | | | | | | | | | | | |
| Full forename(s) | MICHAEL MARSON | | | | | | | | | | | | | |
| Surname | DAVEY | | | | | | | | | | | | | |
| Former name(s) ② | | | | | | | | | | | | | | |
| Country/State of residence ③ | ENGLAND | | | | | | | | | | | | | |
| Nationality | VIOLAN BRITISH | | | | | | | | | | | | | |
| Month/year of birth ④ | X | X | m | 0 | m | 8 | y | 1 | y | 9 | y | 4 | y | 3 |
| Business occupation (if any) ⑤ | RETIRED | | | | | | | | | | | | | |

① Appointments

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

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ 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 ⑥**

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

| | | | | | | | | | | |
|----------------------|---------------------------------|--|--|--|--|--|--|--|--|--|
| Building name/number | THE COMPANY'S REGISTERED OFFICE | | | | | | | | | |
| Street | | | | | | | | | | |
| Post town | | | | | | | | | | |
| County/Region | | | | | | | | | | |
| Postcode | | | | | | | | | | |
| Country | | | | | | | | | | |

⑥ 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.

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.gov.uk/companieshouse 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 |

IN01 - continuation page

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-E4.

| | |
|--------------------------------|-----------------------|
| Title * | MR |
| Full forename(s) | MICHAEL JOHN |
| Surname | HORTON |
| Former name(s) ② | |
| Country/State of residence ③ | ENGLAND |
| Nationality | BRITISH |
| Month/year of birth ④ | X X m1 m2 y1 y9 y5 y6 |
| Business occupation (if any) ⑤ | CHAPLAIN |

- 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 (including maiden or married names) which have been used for business purposes in the last 20 years.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- ④ Month and year of birth**
Please provide month and year only.
- ⑤ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2

Director's service address ⑥

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

| | |
|----------------------|---------------------------------|
| Building name/number | THE COMPANY'S REGISTERED OFFICE |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

- ⑥ 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.

IN01 - continuation page

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-E4.

| | |
|--------------------------------|-----------------------|
| Title * | MRS |
| Full forename(s) | JOANNE |
| Surname | FIELDHOUSE |
| Former name(s) ② | PEPLOW and WILLIAMS |
| Country/State of residence ③ | ENGLAND |
| Nationality | BRITISH |
| Month/year of birth ④ | X X m1 m1 y1 y9 y6 y8 |
| Business occupation (if any) ⑤ | SERVICE MANAGER |

① Appointments

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

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

D2

Director's service address ⑥

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

| | |
|----------------------|---------------------------------|
| Building name/number | THE COMPANY'S REGISTERED OFFICE |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

⑥ 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.

IN01 - continuation page

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-E4

| | |
|--------------------------------|-----------------------|
| Title * | MISS |
| Full forename(s) | AMY SUSANNAH |
| Surname | MORGAN |
| Former name(s) ② | |
| Country/State of residence ③ | ENGLAND |
| Nationality | BRITISH |
| Month/year of birth ④ | X X m0 m3 y1 y9 y8 y0 |
| Business occupation (if any) ⑤ | SOCIAL WORKER |

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

D2

Director's service address ⑥

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

| | |
|----------------------|---------------------------------|
| Building name/number | THE COMPANY'S REGISTERED OFFICE |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

⑥ 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.

IN01 - continuation page

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-E4.

| | |
|--------------------------------|-----------------------|
| Title * | MR |
| Full forename(s) | PETER FRANCIS |
| Surname | MURRAY |
| Former name(s) ② | |
| Country/State of residence ③ | ENGLAND |
| Nationality | BRITISH |
| Month/year of birth ④ | X X m0 m1 y1 y9 y5 y3 |
| Business occupation (if any) ⑤ | RETIRED |

① Appointments

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

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

D2

Director's service address ⑥

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

| | |
|----------------------|---------------------------------|
| Building name/number | THE COMPANY'S REGISTERED OFFICE |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

⑥ 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.

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Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4.

| | |
|--------------------------------|------------------------|
| Title * | MR |
| Full forename(s) | JOHN ROWLAND |
| Surname | PATTINSON |
| Former name(s) ② | |
| Country/State of residence ③ | ENGLAND |
| Nationality | BRITISH |
| Month/year of birth ④ | X X m0 m8 y1 y9 y5 y2 |
| Business occupation (if any) ⑤ | CHARTERED TOWN PLANNER |

- 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 (including maiden or married names) which have been used for business purposes in the last 20 years.
- ③ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- ④ **Month and year of birth**
Please provide month and year only.
- ⑤ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2

Director's service address ⑥

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

| | |
|----------------------|---------------------------------|
| Building name/number | THE COMPANY'S REGISTERED OFFICE |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

- ⑥ **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.

IN01 - continuation page

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-E4

| | |
|--------------------------------|-----------------------|
| Title * | MRS |
| Full forename(s) | KAREN VALERIE |
| Surname | TAGGART |
| Former name(s) ② | |
| Country/State of residence ③ | ENGLAND |
| Nationality | BRITISH |
| Month/year of birth ④ | X X m0 m8 y1 y9 y5 y2 |
| Business occupation (if any) ⑤ | RETIRED |

① Appointments

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

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

D2

Director's service address ⑥

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

| | |
|----------------------|---------------------------------|
| Building name/number | THE COMPANY'S REGISTERED OFFICE |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

⑥ 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.

IN01 - continuation page

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-E4

| | |
|--------------------------------|---------------------------------------|
| Title * | MR |
| Full forename(s) | MATTHEW JAMES |
| Surname | WEAVER |
| Former name(s) ② | |
| Country/State of residence ③ | ENGLAND |
| Nationality | BRITISH |
| Month/year of birth ④ | X X m0 m3 y1 y9 y7 y7 |
| Business occupation (if any) ⑤ | MANAGER, SHROPSHIRE COMMUNITY PROJECT |

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

D2

Director's service address ⑥

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

| | |
|----------------------|---------------------------------|
| Building name/number | THE COMPANY'S REGISTERED OFFICE |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

⑥ 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.

IN01 - continuation page
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-E4

| | |
|--------------------------------|-----------------------|
| Title * | MRS |
| Full forename(s) | LOUISE ANNE ELEANOR |
| Surname | WHIBLEY |
| Former name(s) ② | |
| Country/State of residence ③ | ENGLAND |
| Nationality | BRITISH |
| Month/year of birth ④ | X X m1 m1 y1 y9 y3 y1 |
| Business occupation (if any) ⑤ | RETIRED |

① Appointments

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

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

D2

Director's service address ⑥

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

| | |
|----------------------|---------------------------------|
| Building name/number | THE COMPANY'S REGISTERED OFFICE |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

⑥ 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.

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****Statement of capital**

Complete the table(s) below to show the share capital

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

Continuation pages

Please use a continuation page if necessary

| Currency Complete a separate table for each currency | Class of shares E.g. Ordinary/Preference etc | Number of shares | Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value | Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium |
|---|---|------------------|---|--|
|---|---|------------------|---|--|

Currency table A

| | | | | |
|---------------|--|--|--|--|
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

Currency table B

| | | | | |
|---------------|--|--|--|--|
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

Currency table C

| | | | | |
|---------------|--|--|--|--|
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

| | Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
|--|------------------------|---------------------------------|---------------------------------|
| Totals (including continuation pages) | | | |

❶ Please list total aggregate values in different currencies separately
For example £100 + €100 + \$10 etc

F2**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 **Section F1**

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

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

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

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

F3

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) to be unpaid on each share (including the nominal value and any share premium) | Amount to be paid on each share (including the nominal value and any share premium) |
|----------------------|----------------|------------------|----------|-----------------------------|--|---|
| 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** People with significant control (PSC)**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

4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's detailsForename(s) **1**

MALCOLM

Surname **1**

VICKERS

Address **2**

WISTERIA COTTAGE, BURLEY, CRAVEN ARMS,

SHROPSHIRE

Postcode

S Y 7 9 L W

Amount guaranteed **3** £1 00Class of member
(if applicable) **4****Subscriber's details**Forename(s) **1**

MICHAEL MARSON

Surname **1**

DAVEY

Address **2**

12 COLLEGE LANE, WELLINGTON, TELFORD,

SHROPSHIRE

Postcode

T F 1 3 D H

Amount guaranteed **3** £1 00Class of member
(if applicable) **4**

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Application to register a company

Subscriber's details

| | |
|-----------------------------------|--|
| Forename(s) ① | JOANNE |
| Surname ① | FIELDHOUSE |
| Address ② | 7 LEEGOMERY ROAD, WELLINGTON, TELFORD, SHROPSHIRE |
| Postcode | T F 1 3 B P |
| Amount guaranteed ③ | £1 00 |
| Class of member (if applicable) ④ | |

Subscriber's details

| | |
|-----------------------------------|--|
| Forename(s) ① | MICHAEL JOHN |
| Surname ① | HORTON |
| Address ② | FIVE GABLES, PROSPECT ROAD, WELLINGTON, TELFORD, SHROPSHIRE |
| Postcode | T F 1 3 B E |
| Amount guaranteed ③ | £1 00 |
| Class of member (if applicable) ④ | |

Subscriber's details

| | |
|-----------------------------------|---|
| Forename(s) ① | AMY SUSANNAH |
| Surname ① | MORGAN |
| Address ② | 48a TRENCH ROAD, TRENCH, TELFORD, SHROPSHIRE |
| Postcode | T F 2 6 N X |
| Amount guaranteed ③ | £1 00 |
| Class of member (if applicable) ④ | |

Subscriber's details

| | |
|-----------------------------------|--|
| Forename(s) ① | PETER FRANCIS |
| Surname ① | MURRAY |
| Address ② | 2 MEADOWDALE DRIVE, ADMASTON, TELFORD, SHROPSHIRE |
| Postcode | T F 5 0 D L |
| Amount guaranteed ③ | £1 00 |
| Class of member (if applicable) ④ | |

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

④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01 - continuation page

Application to register a company

G1**Subscriber's details**

| | |
|--------------------------------------|---|
| Forename(s) ① | JOHN ROWLAND |
| Surname ① | PATTINSON |
| Address ② | 1 HAYGATE DRIVE, WELLINGTON, TELFORD, SHROPSHIRE |
| Postcode | T F 1 2 B X |
| Amount guaranteed ③ | £1 00 |
| Class of member (if applicable) ④ | |

Subscriber's details

| | |
|--------------------------------------|--|
| Forename(s) ① | KAREN VALERIE |
| Surname ① | TAGGART |
| Address ② | 4 HEREFORD CLOSE, WELLINGTON, TELFORD, SHROPSHIRE |
| Postcode | T F 1 3 P S |
| Amount guaranteed ③ | £1 00 |
| Class of member (if applicable) ④ | |

Subscriber's details

| | |
|--------------------------------------|---|
| Forename(s) ① | MATTHEW JAMES |
| Surname ① | WEAVER |
| Address ② | 24 RHODES AVENUE, DAWLEY, TELFORD, SHROPSHIRE |
| Postcode | T F 4 2 E E |
| Amount guaranteed ③ | £1 00 |
| Class of member (if applicable) ④ | |

Subscriber's details

| | |
|--------------------------------------|---|
| Forename(s) ① | LOUISE ANNE ELEANOR |
| Surname ① | WHIBLEY |
| Address ② | ANNSCROFT, THE NABB, OAKENGATES, TELFORD, SHROPSHIRE |
| Postcode | T F 2 9 B T |
| Amount guaranteed ③ | £1 00 |
| Class of member (if applicable) ④ | |

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

④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

IN01

Application to register a company

Part 5

People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

H1

Statement of initial significant control ¹

☐ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

¹ Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

☒ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

IN01

Application to register a company

Individual PSC**H3****Individual's details**

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title *

Full forename(s)

Surname

Country/State of residence ①

Nationality

Month/year of birth ②

X X

m

m

y

y

y

y

① Country/State of residence

This is in respect of your usual residential address as stated in section H6

② Month and year of birth

Please provide month and year only

H4**Individual's service address ①**

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section H6**.

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

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

If you provide the individual's residential address here it will appear on the public record.

IN01

Application to register a company

H7

Nature of control for an individual ^①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

^① Tick each that apply

H8

Nature of control by a firm over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply

H9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

IN01

Application to register a company

Individual PSC

H3

Individual's details

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title *

Full forename(s)

Surname

Country/State of residence ①

Nationality

Month/year of birth ②

X

X

m

m

y

y

y

y

① Country/State of residence

This is in respect of your usual residential address as stated in section H6

② Month and year of birth

Please provide month and year only

H4

Individual's service address ①

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section H6**.

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

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

If you provide the individual's residential address here it will appear on the public record.

IN01

Application to register a company

H7

Nature of control for an individual ^①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

^① Tick each that apply

H8

Nature of control by a firm over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ¹

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply

IN01

Application to register a company

Relevant legal entity (RLE)

11

RLE details ①

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

Corporate or firm
name

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Registered or principal office
address**

This is the address that will appear
on the public record

12

Legal form and governing law

Please give details of the legal form of the RLE and the law by which it is governed
If applicable, please also give details of the register of companies in which it is
entered (including country/state) and its registration number in that register

Legal form

Governing law

If applicable, register
in which RLE is
entered ①

Country/State ①

Registration number ①

① Registration number

Where you have provided details
of the register (including country/
state) where the RLE is registered,
you must also provide its number in
that register

13

Nature of control for the RLE ①

Please indicate how the RLE has significant control over the company

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply

14

Nature of control by a firm over which the RLE has significant control ①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

15

Nature of control by a trust over which the RLE has significant control ¹

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

1 Tick each that apply

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details ①

An 'other registrable person' is

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record

J3

Legal form and governing law

Legal form

Governing law

IN01

Application to register a company

J4

Nature of control^①

Please show how the ORP has significant control over the company

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

^① Tick each that apply

J5

Nature of control by a firm over which the ORP has significant control^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply

IN01

Application to register a company

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act.

K1 Election to keep secretaries' register information on the public register ^①

☐ All subscribers elect to keep secretaries' register information on the public register

^① only applies if the proposed company will have a secretary

K2 Election to keep directors' register information on the public register

IMPORTANT

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ^②

☐ All subscribers elect to keep directors' register information on the public register

^② If the subscribers don't make this election, only the month and year of birth will be available on the public record

K3 Election to keep directors' usual residential address (URA) register information on public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

K4 Election to keep members' register information on public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ All company will be a single member company (Tick if applicable)

K5 Election to keep PSC register information on public register

IMPORTANT:

If the subscribers elect to keep this information on the central register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ^③

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election

^③ If the subscribers don't make this election, only the month and year of birth will be available on the public record

^④ **Eligible person**
An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

J6

Nature of control by a trust over which the ORP has significant control ①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

IN01

Application to register a company

Part 7 Consent to act**L1 Consent statement**

Please tick the box to confirm consent

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

Part 8 Statement about individual PSC particulars**M1 Particulars of an individual PSC ¹**

Please tick the box to confirm

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

¹ Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 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 N1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section N2** (Statement of compliance delivered by an agent)

N1 Statement of compliance delivered by the subscribers ²

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

² **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

Continuation pages

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

Subscriber's signature

Signature

M. Vickers

X

M Vickers

X

Subscriber's signature

Signature

M. Davey

X

Michael M. Davey

X

Subscriber's signature

Signature

J. Field

X

J. Field

X

Subscriber's signature

Signature

M. Horton

X

Michael Horton

X

IN01

Application to register a company

N2

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

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Agent's signature

Signature

X

X

N1

Statement of compliance delivered by the subscribers ①

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 P. F. Murray

X

Subscriber's signature

Signature

X J R Pattison

X

Subscriber's signature

Signature

X Karen Taggart

X

Subscriber's signature

Signature

X M Weaver

X

Subscriber's signature

Signature

X L A E Whibley

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

**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 Sally Woodhouse

Company name FBC Manby Bowdler LLP

Address Routh House

Hall Court

Hall Park Way

Post town Telford

County/Region Shropshire

Postcode

| | | | | | | | |
|---|---|---|--|--|---|---|---|
| T | F | 3 | | | 4 | N | J |
|---|---|---|--|--|---|---|---|

Country England

DX DX 707202 Telford 4

Telephone 01952 211322 and 01952 292129

**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 A7)
- ☐ At the agents address (Given in Section N2)

**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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

**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.gov.uk/companieshouse

**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 or 790ZF exemption

If you are applying for, or have been granted a section 243 or 790ZF 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

YMCA WELLINGTON AND DISTRICT

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

Malcolm Vickers

x *Mal Vickers*

Michael Marson Davey

x *Michael M Davey*

Joanne Fieldhouse

x *Joanne Fieldhouse*

Michael John Horton

x *Michael Horton*

Amy Susannah Morgan

x *Amy Morgan*

Peter Francis Murray

x *P.F. Murray*

John Rowland Pattinson

x *J.R. Pattinson*

Karen Valerie Taggart

x *Karen V Taggart*

Matthew James Weaver

x *M.J. Weaver*

Louise Anne Eleanor Whibley

x *LAE Whibley*

Dated the *28th* day of *June* 2016

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

YMCA WELLINGTON AND DISTRICT

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INTERPRETATION

1 Defined Terms

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

OBJECTS AND POWERS

2 Objects

2 1 The Objects of the Association arise from its acceptance of its founding Christian principle, the Paris Basis of 1855 incorporated into the National Statement of the Aims and Purposes of the YMCA in England as it may be amended from time to time

2 1 1 Consequently the Association is part of the Worldwide YMCA, a Christian Movement which seeks to unit those who, regarding Jesus Christ as their God and Saviour according to the Holy Scriptures, desire to be His disciples in their faith and in their life and to associate their efforts for the extension of His Kingdom Any difference of opinion on any other matter shall not interfere with the harmonious relations of the YMCA Movement

2 2 The Association welcomes, serves and works with persons of all religious faiths and of none

2 3 Accordingly, the Objects of the Association are

2 3 1 To advance the Christian faith, including by

2 3 1 1 Promoting a Christian environment inspired and motivated by the life, example and teaching of Jesus Christ, where people of faith and people of none can work together for the transformation of communities, and

2 3 1 2 Enabling people of all ages and in particular young people, to flourish through experiencing and responding to the love of God demonstrated by the life, example and teaching of Jesus Christ

2 3 2 To provide residential accommodation including social housing for people of all ages and in particular young people, who are in need, hardship or distress by reason of their social, physical, emotional, spiritual or economic circumstances,

2 3 3 To provide or assist in the provision in the interests of social welfare of facilities for recreation and other leisure time occupation for men and women with the object of improving their conditions of life,

2 3 4 To provide or assist in the provision of education for people of all ages and in particular young people, with the object of developing their physical, mental or spiritual capacities, and

2 3 5 To relieve or assist in the relief of people of all ages and in particular young people, who are in conditions of need, hardship or distress by reason for their social, physical, emotional, spiritual or economic circumstances

3 Powers

To further its Objects the Association may

3 1 provide and assist in the provision of money, materials or other help,

3 2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities,

3 3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium,

3 4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available,

3 5 provide or procure the provision of counselling and guidance,

3 6 provide or procure the provision of advice,

3 7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and

institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake,

- 3 8 enter into contracts to provide services to or on behalf of other bodies,
- 3 9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities,
- 3 10 subject to any restriction imposed by law, dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit,
- 3 11 subject to any restriction imposed by law, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation,
- 3 12 set aside funds for special purposes or as reserves against future expenditure,
- 3 13 invest the Association's money not immediately required for its Objects in or upon any investments, securities, or property,
- 3 14 arrange for investments or other property of the Association to be held in the name of a nominee or nominees and pay any reasonable fee required,
- 3 15 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company,
- 3 16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments,
- 3 17 accept (or disclaim) gifts of money and any other property,
- 3 18 raise funds by way of subscription, donation or otherwise,
- 3 19 trade in the course of carrying out the Objects of the Association and carry on any other trade which is not expected to give rise to taxable profits,
- 3 20 incorporate and acquire subsidiary companies to carry on any trade,

- 3 21 subject to Article 4 (limitation on private benefits)
- 3 21 1 engage and pay employees, consultants and professional or other advisers,
and
- 3 21 2 make reasonable provision for the payment of pensions and other retirement
benefits to or on behalf of employees and their spouses and dependants,
- 3 22 establish and support or aid in the establishment and support of any other organisations
and subscribe, lend or guarantee money or property for charitable purposes,
- 3 23 become a member, associate or affiliate of or act as trustee or appoint trustees of
any other organisation (including without limitation any charitable trust of
permanent endowment property held for any of the charitable purposes included
in the Association's Objects),
- 3 24 undertake and execute charitable trusts,
- 3 25 amalgamate or merge with or acquire or undertake all or any of the
property, liabilities and engagements of any body,
- 3 26 co-operate with charities, voluntary bodies, statutory authorities and other
bodies and exchange information and advice with them,
- 3 27 pay out of the funds of the Association the costs of forming and registering the
Association,
- 3 28 insure the property of the Association against any foreseeable risk and take out other
insurance policies as are considered necessary by the Directors to protect the
Association,
- 3 29 provide indemnity insurance for the Directors or any other officer of the Association
in accordance with, and subject to the conditions in, Section 189 of the Charities Act
2011 (provided that in the case of an officer who is not a Director, the second and
third references to "charity trustees" in the said Section 189(1) shall be treated as
references to officers of the Association), and
- 3 30 do all such other lawful things as may further the Association's Objects

LIMITATION ON PRIVATE BENEFITS

4 Limitation on private benefits

- 4 1 The income and property of the Association shall be applied solely towards the promotion of its Objects

Permitted benefits to Governance Members

- 4 2 No part of the income and property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Governance Member of the Association subject to section 122 of the Housing and Regeneration Act 2008 This shall not prevent any payment in good faith by the Association of

- 4 2 1 any payments made to any Governance Member in his or her capacity as a beneficiary of the Association,

- 4 2 2 reasonable and proper remuneration to any Governance Member for any goods or services supplied to the Association (including services performed by the Governance Member under a contract of employment with the Association), provided that if such Governance Member is a Director Articles 4 3 and 4 4 shall apply,

- 4 2 3 interest at a reasonable and proper rate on money lent by any Governance Member to the Association,

- 4 2 4 any reasonable and proper rent for premises let by any Governance Member to the Association, and

- 4 2 5 payments to a Governance Member who is also a Director which are permitted under Articles 4 3 or 4 4

Permitted benefits to Directors and Connected Persons

- 4 3 No Director may

- 4 3 1 sell goods, services or any interest in land to the Association,

- 4 3 2 be employed by, or receive any remuneration from, the Association, or

- 4 3 3 receive any other financial benefit from the Association,

unless the payment is (subject to section 122 of the Housing and Regeneration Act

2008) permitted by Article 4 4 or authorised in writing by the Charity Commission

4 4 Subject to section 122 of the Housing and Regeneration Act 2008, a Director or any Connected Person may receive the following benefits from the Association

- 4 4 1 a Director or any Connected Person may receive a benefit from the Association in his, her or its capacity as a beneficiary of the Association,
- 4 4 2 a Director or any Connected Person may be reimbursed by the Association for, or may pay out of the Association's property, reasonable expenses properly incurred by him, her or it when acting on behalf of the Association,
- 4 4 3 a Director or any Connected Person may be paid reasonable and proper remuneration by the Association for any goods or services supplied to the Association if such payment is authorised by the Directors (excluding, in the case of a Director, the service of acting as Director and services performed under a contract of employment with the Association) provided that this provision may not apply to more than half of the Directors in any financial year (and for these purposes this provision shall be treated as applying to a Director if it applies to a person who is a Connected Person connected to that Director),
- 4 4 4 a Director or any Connected Person may receive from the Association interest at a reasonable and proper rate on money lent by him, her or it to the Association,
- 4 4 5 a Director or any Connected Person may receive reasonable and proper rent for premises let by him, her or it to the Association,
- 4 4 6 the Association may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3 29, and
- 4 4 7 a Director or other officer of the Association may receive payment under an indemnity from the Association in accordance with the indemnity provisions set out at Article 6,

provided that where benefits are conferred under Article 4 4, Article 18 (Conflicts of Interest) must be complied with by the relevant Director in relation to any decisions regarding the benefit

LIMITATION OF LIABILITY AND INDEMNITY

5 Liability of Governance Members

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

- 5 1 payment of the Association's debts and liabilities contracted before he or she ceases to be a Governance Member,
- 5 2 payment of the costs, charges and expenses of winding up, and
- 5 3 adjustment of the rights of the contributories among themselves

6 Indemnity

Subject to the provisions of the Companies Acts, every Director shall and every other officer, employee or auditor of the Association may be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association

AFFILIATION

7 Affiliation to the Young Men's Christian Association Movement

The Association shall affiliate to the National Council and shall comply with the terms of affiliation set out in the National Council's byelaws as amended from time to time

DIRECTORS

8 Directors' Powers and Responsibilities

Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Association's business in keeping with its charitable Objects in Article 2 and the National Statement of the Aims and Purposes of the YMCA in England, as it may be amended from time to time, for which purpose they may exercise all the powers of the Association

9 Governance Members' reserve power

- 9 1 The Governance Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action
- 9 2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution

10 Directors may delegate

- 10 1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee
- 10 2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Association to any person or committee
- 10 3 Any delegation by the Directors may be
 - 10 3 1 by such means,
 - 10 3 2 to such an extent,
 - 10 3 3 in relation to such matters or territories, and
 - 10 3 4 on such terms and conditions,as they think fit,
- 10 4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated
- 10 5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions
- 10 6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine

Decision-making by Directors

11 Directors to take decisions collectively

Any decision of the Directors must be either

11 1 by decision of a majority of the Directors present and voting at a quorum Directors' meeting (subject to Article 16), or

11 2 a unanimous decision taken in accordance with Article 17

12 Calling a Directors' meeting

12 1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting

12 2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

12 2 1 all the Directors agree, or

12 2 2 urgent circumstances require shorter notice

12 3 Notice of Directors' meetings must be given to each Director

12 4 Every notice calling a Directors' meeting must specify

12 4 1 the place, day and time of the meeting,

12 4 2 the general nature of the business to be considered at such meeting, and

12 4 3 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 5 Notice of Directors' meetings need not be in Writing

12 6 Article 43 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

13 Participation in Directors' meetings

13 1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

13 1 1 the meeting has been called and takes place in accordance with the Articles, and

13 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

- 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, but it must never be less than three, and unless otherwise fixed it is three or one-third of the total number of Directors, whichever is the greater
- 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
- 14 3 1 to appoint further Directors, or
- 14 3 2 to call a general meeting so as to enable the Governance Members to appoint further Directors

15 Chairing of Directors' meetings

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

16 Casting vote

- 16 1 Subject to Article 16 2, if the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have
- 16 2 If, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes on a matter before the Directors, he or she shall not in relation to that matter exercise a casting vote

17 Unanimous decisions without a meeting

17 1 A decision is taken in accordance with this Article 17 when all of the Directors indicate to each other by any means (including without limitation by Electronic Means that they share a common view on a matter

17 2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing

18 Director interests and management of conflicts of interest

Declaration of interests

18 1 Unless Article 18 2 applies, a Director must declare the nature and extent of

18 1 1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association, and

18 1 2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association

18 2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware

Participation in decision-making

18 3 If a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Association, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process

18 4 If a Director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Association, he or she may participate in the decision-making process and may be counted in the quorum and vote unless,

18 4 1 the decision could result in the Director or any Connected Person connected to him or her receiving a benefit other than

18 4 1 1 any benefit received in his, her or its capacity as a beneficiary of the Association (as permitted under Article 4 4 1) and which is available generally to the beneficiaries of the Association,

18 4 1 2 the payment of premiums in respect of indemnity insurance effected in accordance with Article 3 29,

18 4 1 3 payment under the indemnity set out at Article 6, and

18 4 1 4 reimbursement of expenses in accordance with Article 4 4 2, or

18 4 2 a majority of the other Directors participating in the decision-making process decide to the contrary, in which case he or she must comply with Article 18 5

18 5 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 18 5, he or she must

18 5 1 take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate,

18 5 2 not be counted in the quorum for that part of the process, and

18 5 3 withdraw during the vote and have no vote on the matter

Continuing duties to the Association

18 6 Where a Director or Connected Person connected to him or her has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict

18 6 1 the Director shall not be in breach of his or her duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her, and

18 6 2 the Director shall not be accountable to the Association for any benefit expressly permitted under these Articles which he or she or any Connected Person connected with him or her derives from any matter or from any office, employment or position

19 Validity of Director's actions

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

APPOINTMENT AND RETIREMENT OF DIRECTORS

20 Appointment of Directors

Composition of the board

20 1 Directors may be elected by Governance Members or co-opted by Directors. There shall be at least six (6) Directors and not more than ten (10) Directors. On appointment and re-appointment all Directors shall have delivered to the Association in such form as the Directors decide a declaration of their commitment to

20 1 1 nurture and uphold the ongoing principle of the Association as expressed in Articles 2 1 and 2 1 1, and

20 1 2 work towards achieving the charitable Objects of the Association set out in Article 2

Appointments and terms of office

20 2 The Elected Directors shall be elected by the Governance Members, in accordance with regulations adopted by the Directors from time to time. An Elected Director must be a Governance Member. An Elected Director shall take office at the end of the annual general meeting following his or her election and shall serve for a term of three years retiring at the end of the third annual general meeting following his or her appointment or reappointment. A retiring Elected Director may, subject to Article 20 4, be re-elected by the Governance Members for a further two terms of three years.

20 3 The Directors may resolve to appoint

20 3 1 a Governance Member to fill any casual vacancy amongst the Elected Directors, provided the individual so appointed must retire at the end of the next meeting unless elected by the Governance Members in accordance with Article 20 2,

20 3 2 an individual, who need not be a Governance Member, as a Co-opted Director provided that the number of Co-opted Directors must never exceed a third of the total number of Directors. Each Co-opted Director shall retire at the end of the next annual general meeting following his or her appointment. A Co-opted Director may subject to Article 20 4 be reappointed as a Co-opted Director by the Directors.

20 4 No Director, whether serving as an Elected or Co-opted Director, may serve for more than nine consecutive years in office without taking leave from office of at least one year.

Deemed reappointment of Elected Directors

20 5 Subject to Article 20 4, if the Association at the annual general meeting at which an Elected Director retires by virtue of Article 20 2 does not fill the vacancy, the retiring Elected Director will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.

No alternates

20 6 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

Chair

20 7 The Directors may appoint one of the Directors to be the Chair of the Directors for such term of office as they determine and may at any time remove him or her from that office.

21 Disqualification and removal of Directors

Director shall cease to hold office if

21 1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law,

21 2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity,

21 3 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy,

- 21 4 a composition is made with his or her creditors generally in satisfaction of his or her debts,
- 21 5 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office,
- 21 6 notification is received by the Association from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect),
- 21 7 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason,
- 21 8 at a general meeting of the Association, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views, or
- 21 9 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors,
- 21 10 he or she is an Elected Director and ceases to be a Governance Member of the Association,

GOVERNANCE MEMBERS

BECOMING AND CEASING TO BECOME A GOVERNANCE MEMBER

22 Becoming a Governance Member

- 22 1 The Governance Members of the Association shall be the subscribers to the Memorandum of Association of the Association and such other persons as are admitted to Governance Membership by the Directors in accordance with the Articles
- 22 2 With the exception of the subscribers to the Memorandum no person may become a Governance Member of the Association unless

22 2 1 that person has applied for membership in a manner approved by the Directors, and

22 2 2 the Directors have approved the application The Directors may in their absolute discretion decline to accept any person as a Governance Member and need not give reasons for so doing

22 3 All Governance Members shall have delivered to the Association prior to admission as a Governance Member in such form as the Directors decide, a declaration of their commitment to

22 3 1 nurture and uphold the ongoing Christian Foundation of the Association as expressed in Articles 2 1 and 2 1 1, and

22 3 2 work towards achieving the Charitable Objects of the Association set out in Article 2

22 4 The Directors may from time to time prescribe other criteria for Governance Membership but will not be obliged to accept persons fulfilling those criteria as Governance Members

Register of Governance Members

22 5 The names of the Governance Members of the Association must be entered in the register of Governance Members

23 Termination of Governance Membership

23 1 Governance Membership is not transferrable

23 2 A Governance Member shall cease to be a Governance Member

23 2 1 if the Governance Member, being an individual, dies,

23 2 2 on the Governance Member giving notice to the Association of his, or her intention to withdraw,

23 2 3 the Directors may suspend any Governance Member until the next Directors meeting on the same grounds as the Directors may remove a Governance Member,

23 2 4 a Governance Member shall cease to be a Governance Member if the Directors so determine (their discretion in this respect being absolute) if that Governance Member fails to pay any subscription which becomes due, or

23 2 5 if, at a meeting of the Directors at which at least half of the Directors present, a resolution is passed resolving that the Governance Member be removed on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Association. Such a resolution may not be passed unless the Governance Member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A Governance Member removed by such a resolution shall nevertheless remain liable to pay to the Association any subscription or other sum owed by him, her or it. For the avoidance of doubt the Directors may remove a Governance Member in accordance with this Article if they reasonably believe that the Governance Member is no longer able to make or fulfil the declaration required by Article 22 3

24 Other classes of members

The Directors may from time to time establish such classes of membership, such as gym, youth club etc, with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such members in accordance with such regulations as the Directors shall make provided that membership pursuant to such arrangements shall not entitle any person to be a Governance Member for the purposes of the Articles or the Companies Acts

ORGANISATION OF GENERAL MEETINGS

25 Annual General Meetings

The Association must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Directors think fit

26 Other general meetings

26 1 The Directors may call a general meeting at any time

26 2 The Directors must call a general meeting if required to do so by the Governance Members under the Companies Acts

27 Length of notice

All general meetings must be called by either

27 1 at least 14 Clear Days' notice, or

27 2 shorter notice if it is so agreed by a majority in number of the Governance Members having a right to attend and vote at that meeting Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Governance Members

28 Contents of notice

28 1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted

28 2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution

28 3 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the Governance Member of his or her rights to appoint another person as his or her proxy at a meeting of the Association

28 4 If the Association gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice)

29 Service of notice

Notice of general meetings must be given to every Governance Member, to the Directors and to the auditors of the Association

30 Quorum for general meetings

30 1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present

30 2 The quorum shall be

30 2 1 four (4) persons entitled to vote on the business to be transacted (each being a Governance Member or a proxy for a Governance Member), or

30 2 2 30% of the total Governance Membership (represented in person or by proxy,

whichever is greater

30 3 If a quorum is not present within half an hour from the time appointed for the meeting

30 3 1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit, and

30 3 2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum

31 Chairing general meetings

31 1 The Chair (if any) or in his or her absence some other Director nominated by the Directors shall preside as chair of every general meeting

31 2 If neither the Chair nor any Director nominated in accordance with Article 31 1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall chair of the meeting

31 3 If no Director is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the Governance Members present in person or by proxy and entitled to vote must choose one of the Governance Members present in person to be chair of the meeting For the avoidance of doubt, a proxy holder who is not a Governance Member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 31 3

32 Attendance and speaking by Co-opted Directors and non-Governance members

- 32 1 Co-opted Directors may attend and speak at general meetings, whether or not they are Governance Members
- 32 2 The chair of the meeting may permit other persons who are not Governance Members of the Association (or otherwise entitled to exercise the rights of Governance Members in relation to general meetings) to attend and speak at a general meeting

33 Adjournment

- 33 1 The chair of the meeting may adjourn a general meeting at which a quorum is present if
 - 33 1 1 the meeting consents to an adjournment, or
 - 33 1 2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 33 2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting
- 33 3 When adjourning a general meeting, the chair of the meeting must
 - 33 3 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - 33 3 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 33 4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 Clear Days' notice of it
 - 33 4 1 to the same persons to whom notice of the Association's general meetings is required to be given, and
 - 33 4 2 containing the same information which such notice is required to contain
- 33 5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

34 Voting general

34 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles

34 2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution

34 2 1 has or has not been passed, or

34 2 2 passed with a particular majority,

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 47 is also conclusive evidence of that fact without such proof

35 Votes

Votes on a show of hands

35 1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each

35 1 1 each Governance Member present in person, and

35 1 2 (subject to Article 40 3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote

Votes on a poll

35 2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each

35 2 1 every Governance Member present in person, and

35 2 2 every Governance Member present by proxy (subject to Article 40 3)

General

35 3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have

35 4 No Governance Member shall be entitled to vote at any general meeting unless all monies (if any) presently payable by him, her or it to the Association have been paid

36 Errors and disputes

36 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

36 2 Any such objection must be referred to the chair of the meeting whose decision is final

37 Poll Votes

37 1 A poll on a resolution may be demanded

37 1 1 in advance of the general meeting where it is to be put to the vote, or

37 1 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,

37 2 A poll may be demanded by

37 2 1 the chair of the meeting,

37 2 2 the Directors,

37 2 3 two or more persons having the right to vote on the resolution,

37 2 4 any person, who, by virtue of being appointed proxy for one or more Governance Members having the right to vote on the resolution, holds two or more votes, or

37 2 5 a person or persons representing not less than one tenth of the total voting rights of all the Governance Members having the right to vote on the resolution

37 3 A demand for a poll may be withdrawn if

37 3 1 the poll has not yet been taken, and

37 3 2 the chair of the meeting consents to the withdrawal

38 Procedure on a poll

38 1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs

Results

38 2 The chair of the meeting may appoint scrutineers (who need not be Governance Members) and decide how and when the result of the poll is to be declared

38 3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded

Timing

38 4 A poll on

38 4 1 the election of the chair of the meeting, or

38 4 2 a question of adjournment,

must be taken immediately

38 5 Other polls must be taken within 30 days of their being demanded

38 6 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Notice

38 7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded

38 8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken

39 Proxies

Power to appoint

- 39 1 A Governance Member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a meeting of the Association. A proxy must vote in accordance with any instructions given by the Governance Member by whom the proxy is appointed.

Manner of appointment

- 39 2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which

39 2 1 states the name and address of the Governance Member appointing the proxy,

39 2 2 identifies the person appointed to be that Governance Member's proxy and the general meeting in relation to which that person is appointed,

39 2 3 is signed by or on behalf of the Governance Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and

39 2 4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate

- 39 3 The Association may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes

- 39 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

- 39 5 Unless a Proxy Notice indicates otherwise, it must be treated as

39 5 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

39 5 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

40 Delivery of Proxy Notices

- 40 1 The Proxy Notification Address in relation to any general meeting is

40 1 1 the registered office of the Association, or

40 1 2 any other Address or Addresses specified by the Association as an Address at which the Association or its agents will receive Proxy Notices relating to that

meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form, or

40 1 3 any electronic Address falling within the scope of Article 40 2

40 2 If the Association gives an electronic Address

40 2 1 in a notice calling a meeting,

40 2 2 in an instrument of proxy sent out by it in relation to the meeting, or

40 2 3 in an invitation to appoint a proxy issued by it in relation to the meeting,

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice) In this Article 40 2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy

Attendance of Governance Member

40 3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid

Timing

40 4 Subject to Articles 40 5 and 40 6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates

40 5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll

40 6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be

40 6 1 received in accordance with Article 40 4, or

40 6 2 given to the chair, Secretary (if any) or any Director at the meeting at which the poll was demanded

Interpretation

40 7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 40

Revocation

40 8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address

40 9 A notice revoking the appointment of a proxy only takes effect if it is received before

40 9 1 the start of the meeting or adjourned meeting to which it relates, or

40 9 2 in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates

Execution

40 10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

41 Amendments to Resolutions

41 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

41 1 1 notice of the proposed amendment is given to the Association in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide), and

41 1 2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution

41 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

41 2 1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

41 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

41 2 3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

WRITTEN RESOLUTIONS

42 Written resolutions

General

42 1 Subject to this Article 42 a written resolution agreed by

42 1 1 Governance Members representing a simple majority, or

42 1 2 (in the case of a special resolution) Governance Members representing not less than 75%,

of the total voting rights of eligible Governance Members shall be effective

42 2 On a written resolution each Governance Member shall have one vote

42 3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution

42 4 A Governance Members' resolution under the Companies Acts removing a Director or auditor before the expiry of his or her term of office may not be passed as a written resolution

Circulation

42 5 A copy of the proposed written resolution must be sent to every eligible Governance Member together with a statement informing the Governance Member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse

42 6 In relation to a resolution proposed as a written resolution of the Association the eligible Governance Members are the Governance Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution

42 7 The required majority of eligible Governance Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date

42 8 Communications in relation to written resolutions must be sent to the Association's auditors in accordance with the Companies Acts

Signifying agreement

42 9 A Governance Member signifies his or her agreement to a proposed written resolution when the Association receives from him or her (or from someone acting on his or her behalf) an authenticated Document

42 9 1 identifying the resolution to which it relates, and

42 9 2 indicating the Governance Member's agreement to the resolution

42 10 For the purposes of Article 42 9

42 10 1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it, and

42 10 2 a Document sent or supplied in Electronic Form is sufficiently authenticated if

42 10 2 1 the identity of the sender is confirmed in a manner specified by the Association, or

42 10 2 2 where no such manner has been specified by the Association, if the communication contains or is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement

42 11 If the Association gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document)

ARRANGEMENTS AND MISCELLANEOUS

43 Association

Methods of communication

- 43 1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association, including without limitation
- 43 1 1 in Hard Copy Form,
- 43 1 2 in Electronic Form, or
- 43 1 3 by making it available on a website
- 43 2 Where a Document or information which is required or authorised to be sent or supplied by the Association under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the intended recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement) Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the intended recipient
- 43 3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by such of the means specified in Article 43 1 as that Director has by notice to the Association, specified as the means by which he or she wishes to be sent or supplied with such notices or Documents for the time being

Deemed delivery

- 43 4 A Governance Member present in person or by proxy at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called
- 43 5 Where any Document or information is sent or supplied by the Association to the Governance Members
- 43 5 1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted,
- 43 5 2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent,

43 5 3 where it is sent or supplied by means of a website, it is deemed to have been received

43 5 3 1 when the material was first made available on the website, or

43 5 3 2 if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website

43 6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a member) may agree with the Association that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours

Failed delivery

43 7 Where any Document or information has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable

43 7 1 if the Document or information is notice of a general meeting of the Association the Association is under no obligation to send a Hard copy of the Document or information to the postal address as shown in the Association's register, but may in its discretion choose to do so,

43 7 2 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies

Exceptions

43 8 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current Address

43 9 Notices of general meetings need not be sent to a Governance Member who does not register an Address with the Association, or who registers only a postal address outside the United Kingdom, or to a Governance Member for whom the Association does not have a current Address

44 Communications to the Association

The provisions of the Companies Acts shall apply to communications to the Association

45 Secretary

A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary

45 1 anything authorised or required to be given or sent to or served on the Association by being sent to its Secretary may be given or sent to or served on the Association itself and if addressed to the Secretary shall be treated as addressed to the Association, and

45 2 anything else required or authorised to be done by or to the Secretary of the Association may be done by or to a Director or a person authorised generally or specifically in that capacity by the Directors

46 Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice

47 Minutes

The Directors must cause minutes to be made

47 1 of all appointments of officers made by the Directors,

47 2 of all resolutions of the Association and of the Directors (including, without limitation, decisions of the Directors made without a meeting), and

47 3 of all proceedings at meetings of the Association and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

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

48 Records and accounts

48 1 The Directors shall comply with the requirements of the Companies Acts, the Housing and Regeneration Act 2008 and the Charities Act 2011 as to maintaining a register of Governance Members, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies, the Social Housing Regulator and the Charity Commission of

48 1 1 annual reports,

48 1 2 annual returns, and

48 1 3 annual statements of account

48 2 Except as provided by law or authorised by the Directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a Governance Member

49 Exclusion of model articles

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

WINDING UP

50 Winding up

Subject to section 167 of the Housing and Regeneration Act 2008, if upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Governance Members of the Association but shall be given or transferred to a charitable Young Men's Christian Association that is a member of the National Council or failing that (and provided that the National Council remains a charity) to the National Council itself to be applied for the charitable purposes of the recipient

AMENDMENTS TO THE ARTICLES

51 Amendments to the Articles

The following Articles may not be changed without the prior written consent of the National Council as they form the founding principles of the governing document and collectively as a YMCA Movement Articles 2, 7, 8, 20 1, 20 4, 22 1, 22 2, 22 3, 22 4, 23 1, 23 2 5, 24, 50 and 51

SCHEDULE

INTERPRETATION

DEFINED TERMS

- 1 In the Articles unless the context requires otherwise the following terms shall have the following meanings

| | Term | Meaning |
|-----|--------------------|---|
| 1 1 | "Address" | Includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by post or by Electronic Means |
| 1 2 | "Articles" | The Association's articles of association |
| 1 3 | "Chair" | Has the meaning given in Article 20 7 |
| 1 4 | "Association" | Wellington and District Young Men's Christian Association |
| 1 5 | "Circulation Date" | In relation to a written resolution has the meaning given to it in the Companies Acts |
| 1 6 | "Clear Days" | In relation to the period of a notice, that period excluding the date when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect |
| 1 7 | "Companies Acts" | The Companies Acts (as defined in s 2 of the Companies Act 2006) in so far as they apply to the Association |
| 1 8 | "Connected Person" | Any person falling within one of the following categories (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director, or (b) the spouse or civil partner of any person in (a), or |

(c) any other person in a relationship with a Director which may reasonably be regarded as equivalent to a relationship as is mentioned at (a) or (b), or

(d) any company, partnership or firm of which a Director is a paid director, member, partner or employee or shareholder holding more than 1% of the capital

| | | |
|------|--|---|
| 1 9 | "Co-opted Director | Means a Director appointed in accordance with Article 20 3 2 |
| 1 10 | "Director" | A director of the Association as defined in the Companies Acts and includes any person occupying the position of Director by whatever name called including an Elected Director and a Co-opted Director |
| 1 11 | "Document" | Includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form, |
| 1 12 | "Elected Director" | Means a Director elected in accordance with Article 20 2 |
| 1 13 | "Electronic Form" and "Electronic Means" | Have the meanings respectively given to them in s 1168 of the Companies Act 2006 |
| 1 14 | Governance Member | A member of the Association for the purpose of the Companies Acts |
| 1 15 | Hard Copy and Hard Copy Form | Have the meanings respectively given to them in the Companies Act 2006 |
| 1 16 | National Council | Means the National Council of Young Men's Christian Associations (Incorporated) (company number 73749), charity registration number 212810 and registered provider number LH2204 |

| | | |
|------|----------------------------|---|
| 1 17 | Objects | Means the charitable objects of the Association set out in Article 2 |
| 1 18 | Proxy Notice | Has the meaning given in Article 39 |
| 1 19 | Proxy Notification Address | Has the meaning given in Article 40 |
| 1 20 | Public Holiday | Means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Association is registered |
| 1 21 | Secretary | The secretary of the Association (if any) |
| 1 22 | Social Housing | Has the meaning given in s 68 of the Housing and Regeneration Act 2008 |
| 1 23 | Social Housing Regulator | Means the body have the functions of the "regulator" pursuant to Part 2 of the Housing and Regeneration Act 2008 and any similar or future authority (including any statutory successor) carrying on substantially the same regulatory or supervisory functions |
| 1 24 | Writing | The representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise |

2 Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it

3 Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association