FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **NI648962**

The Registrar of Companies for Northern Ireland hereby certifies that

DIGITAL GUARDIAN ANGEL

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 Northern Ireland

Given at Companies House on **30th October 2017**

NNI648962R

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

In accordance with Section 9 of the Companies Act 2006.

IN01

Application to register a company

Companies House

COMPANIES HOUSE
FEE PAID
BELFAST

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 IN[illegible] use this form if any indivic[illegible] with significant control is [illegible] or has applied for protecti[illegible] having their details disclos[illegible] public register. Contact en[illegible] companieshouse.gov.uk to [illegible] separate form.

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

THURSDAY

J6HVMKIW
JNI 26/10/2017 #46
COMPANIES HOUSE

Part 1 Company details

A1 **Company name**

Check if a company name is available by using our name availability search:

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company name in full ❶: Digital Guardian Angel

For official use: NI648962

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

❶ **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** ❷

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

❷ **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'** ❸

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative.

☑ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

❸ **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

A4 Company type ❶

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

❶ 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. ❷

Classification code 1	9	6	0	9	0
Classification code 2	8	5	5	9	0
Classification code 3					
Classification code 4					

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

Principal activity description

❷ 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 ❸

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

❸ 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

A7 Registered office address ❶

Please give the registered office address of your company.

Building name/number	12B Eithne House
Street	Duncairn Parade
Post town	Belfast
County/Region	Co. Antrim
Postcode	B T 1 5 2 E W

❶ **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 ❷

Please choose one option only and tick one box only.

Option 1

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

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

Option 2

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

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

Option 3

- ☑ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

❷ 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 ❸

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

☐

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

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 ❶

Please use this section to list all the secretary appointments taken on formation. **For a corporate secretary, complete Sections C1-C4.**

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

❶ 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.

❷ 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 ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ 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

Corporate secretary

C1 Corporate secretary appointments ❶

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

❶ **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 ❷

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 ❸

Registration number

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

❸ 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 ❹

Registration number

❹ **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.

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Director

D1 Director appointments ❶

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 Arthur
Surname	Duffy
Former name(s) ❷	
Country/State of residence ❸	Northern Ireland
Nationality	Irish
Month/year of birth ❹	X X m0 m2 y1 y9 y6 y9
Business occupation (if any) ❺	

❶ 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

❷ 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

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

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

❺ 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 ❻

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	

❻ 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 ❶

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

Title*	Ms
Full forename(s)	Patricia Anne
Surname	McCann
Former name(s) ❷	
Country/State of residence ❸	Northern Ireland
Nationality	Irish
Month/year of birth ❹	X X m 0 m 4 y 1 y 9 y 7 y 5
Business occupation (if any) ❺	

❶ 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.

❷ 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

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

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

❺ 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 ❻

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	

❻ 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 serv ce 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 ❶

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)	Paul Gerard
Surname	Mallon
Former name(s) ❷	
Country/State of residence ❸	Northern Ireland
Nationality	Irish
Month/year of birth ❹	X X m 1 m 0 y 1 y 9 y 6 y 9
Business occupation (if any) ❺	

❶ 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

❷ 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

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

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

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

D2 Director's service address ❻

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	

❻ 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.

Corporate director

E1 Corporate director appointments ❶

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

❶ 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 ❷

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 ❸

Registration number

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

❸ 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 ❹

If applicable, the registration number

❹ 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

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 ❶	

❶ 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.

Class of share	
Prescribed particulars ❶	

❶ 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

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						

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.

❶ Name
Please use capital letters

❷ Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed
Any valid currency is permitted

❹ 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 details

Forename(s) ❶	Michael Arthur
Surname ❶	Duffy
Address ❷	12B Eithne House
	Duncairn Parade, Belfast
Postcode	B T 1 5 2 E W
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	Patricia Anne
Surname ❶	McCann
Address ❷	12B Eithne House
	Duncairn Parade, Belfast
Postcode	B T 1 5 2 E W
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

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Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

❶ Name
Please use capital letters.

❷ Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed
Any valid currency is permitted.

❹ 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

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 ❶

☑ 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.

❶ **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

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*	Mr
Full forename(s)	Michael Arthur
Surname	Duffy
Country/State of residence ❶	Northern Ireland
Nationality	Irish
Month/year of birth ❷	X X m 0 m 2 y 1 y 9 y 6 y 9

❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6.

❷ **Month and year of birth**
Please provide month and year only

H4 Individual's service address ❶

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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **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

H7 Nature of control for an individual ❶

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

❶ Tick each that apply.

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

H8 Nature of control by a firm over which the individual has significant control ❶

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:

❶ Tick each that apply.

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

H9

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

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

❶ Tick each that apply.

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*	Ms
Full forename(s)	Patricia Anne
Surname	McCann
Country/State of residence ❶	Northern Ireland
Nationality	Irish
Month/year of birth ❷	X X m 0 m 4 y 1 y 9 y 7 y 5

❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6

❷ **Month and year of birth**
Please provide month and year only.

H4 Individual's service address ❶

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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **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

H7 Nature of control for an individual ❶

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

❶ Tick each that apply.

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

H8 Nature of control by a firm over which the individual has significant control ❶

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:

❶ Tick each that apply.

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

H9 Nature of control by a trust over which the individual has significant control ❶

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

❶ Tick each that apply

IN01
Application to register a company

Relevant legal entity (RLE)

I1 RLE details ❶

Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Registered or principal office address**
This is the address that will appear on the public record

I2 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 the country/state) and its registration number in that register.

Legal form	
Governing law	
If applicable, register in which RLE is entered ❶	
Country/State ❶	
Registration number ❶	

❶ **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 ❶

Please indicate how the RLE has significant control over the company

❶ Tick each that apply.

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

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

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:

❶ Tick each that apply.

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

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

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

❶ **Tick each that apply.**

Other registrable person (ORP)

J1 ORP details

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 ❶

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Principal office address**
This is the address that will appear on the public record

J3 Legal form and governing law

Legal form

Governing law

J4 Nature of control ❶

Please show how the ORP has significant control over the company

❶ Tick each that apply.

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.

J5 Nature of control by a firm over which the ORP has significant control ❶

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:

❶ Tick each that apply.

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

J6 Nature of control by a trust over which the ORP has significant control ❶

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

❶ Tick each that apply.

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 ❶

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

❶ 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 record❷

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

❷ 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 the 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 the 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

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

K5 Election to keep PSC register information on the public register

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

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

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

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

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

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 ❶

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.

❶ 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 ❷

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.

❷ **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 X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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	Phil Nicholls Associates
Building name/number	54
Street	Orchardville Gardens
Post town	Belfast
County/Region	Co. Antrim
Postcode	B T 1 0 0 J X
Country	Northern Ireland

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

Agent's signature

Signature

X P. Nicholls 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	Phil Nicholls
Company name	Phil Nicholls Associates
Address	54 Orchardville Gardens
Post town	Belfast
County/Region	Co. Antrim
Postcode	B T 1 0 0 J X
Country	Northern Ireland
DX	
Telephone	028 9061 8496

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

The Companies Act 2006

Company Limited by Guarantee

Memorandum of Association

of

Digital Guardian Angel

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF

DIGITAL GUARDIAN ANGEL

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**
MICHAEL ARTHUR DUFFY	Michael Duffy
PATRICIA ANNE McCANN	Patricia McCann

Dated:

21.10.17

The Companies Act 2006

Company Limited by Guarantee

Articles of Association

of

Digital Guardian Angel

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF DIGITAL GUARDIAN ANGEL

COMPANY NAME

1. The company's name is:

Digital Guardian Angel (and in this document is called "the Charity").

INTERPRETATION

2. In the articles:

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

"the articles" means the Charity's articles of association;

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

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for Northern

Ireland; **"Companies Act"** means the Companies Act 2006;

"Connected person" in relation to 7, sub-clause (2) of article 9 and sub-clause (2) of article 44 'connected person' means:

(a) a child, parent, grandchild, grandparent, brother or sister of the Director;

(b) the spouse or civil partner of the Director or of any person falling within paragraph (a) above;

(c) a person carrying on business in partnership with the Director or with any person falling within paragraph (a) or (b) above;

(d) an institution which is controlled -

(i) by the Director or any connected person falling within paragraph (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-paragraph d(i), when taken together;

(e) a body corporate in which -

(i) the Director or any connected person falling within paragraphs (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-paragraph (e)(i) who, when taken together, have a substantial interest.

(iii) Section 89(5) and paragraphs 2 to 4 of Schedule 5 of the Charities Act (Northern Ireland) 2008 applies for the purposes of interpreting the terms used in this sub-clause.

"the Directors" means the directors of the Charity. The Directors are charity trustees as defined by section 180(1) of the Charities Act (Northern Ireland) 2008;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"the memorandum" means the Charity's memorandum of association;

"officers" includes the Directors and the secretary (if any);

"the seal" means the common seal of the Charity if it has one;

"**secretary**" means any person appointed to perform the duties of the secretary of the Charity;

"**the United Kingdom**" means Great Britain and Northern Ireland;

and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Act but excluding any statutory modificiation not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act includes any statutory modification or re-eneactment of it for the time being in force.

LIABILITY OF MEMBERS

3. (1) The liability of the members is limited.

   (2) Every member of the Charity promises, if the Charity is dissolved while he, she or it is a member or within twelve months after he, she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him, her or it towards the payment of the debts and liabilities of the Charity incurred before he, she or it ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

OBJECTS

4. The Charity's objects ("Objects") are to promote for the public benefit the protection of people and property from criminal acts and to advance the health and safety of the inhabitants of Northern Ireland (the "area of benefit") by all or any of the following means:

   (a) promoting, in partnership with the Police Service of Northern Ireland, the emergency services, community, voluntary and statutory organisations and others, the establishment, development and operation of schemes, systems and arrangements that enable the recording and transmission of actual or potential criminal, threatening or emergency incidents and activities;

(b) providing, at no or reduced cost, recording and transmitting equipment and appliances to those in society who may be considered particularly vulnerable to criminal or emergency events and to community and voluntary support organisations;

(c) encourage, through the provision of education, information and practical assistance, greater public participation in the prevention, detection and solution of criminal acts and emergency situations;

(d) initiate other crime prevention or community safety schemes in the area of benefit.

POWERS

5. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

(a) to raise funds and accept gifts and carry out trading in support of its objectives and comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sublease or licence any part of the property on long lease to the Charity or any part of the property belonging to the Charity, having due regard to the requirements of, or conditions established by, statutory authorities or bodies providing funds or assistance of any kind to the Charity. In exercising this power, the Charity must comply as appropriate with sections 57 and 58 of the Charities Act (Northern Ireland) 2008;

(d) to borrow money and provide security for repayment of the money borrowed;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

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

(g) to enter into any partnership or joint venture or arrangement with any other charity;

(h) to establish or acquire subsidiary companies;

(i) to enter into contracts to provide services to or on behalf of other bodies;

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

(k) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;

(l) to:
- deposit or invest funds
- employ a professional fund-manager; and
- arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act (Northern Ireland) 2001;

(m) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 93 of the Charities Act (Northern Ireland) 2008;

(n) to do all such other lawful things as may be necessary for or incidental to the attainment and furtherance of the above Objects.

APPLICATION OF INCOME AND PROPERTY

6. (1) The income and property of the Charity shall be applied solely towards the promotion of its Objects.

(2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(b) A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 93 of the Charities Act (Northern Ireland) 2008.

(c) A Director may receive an indemnity from the Charity in the circumstances specified in article 54.

(d) A Director may not receive any other benefit or payment unless it is authorised by article 7.

(3) Subject to article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:

(a) a benefit from the Charity in the capacity of a beneficiary of the Charity;

(b) reasonable and proper remuneration for any goods or services supplied to the Charity.

Benefits and Payments to Charity Directors and Connected Persons

General Provisions

7. (1) No Director or connected person may:

(a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

(b) sell goods, services or any interest in land to the Charity;

(c) be employed by, or receive any remuneration from, the Charity;

(d) receive any other financial benefit from the Charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and Powers Permitting Directors' or Connected Persons' Benefits

(2) (a) A Director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

(b) A Director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 88 to 90 of the Charities Act (Northern Ireland) 2008.

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

(d) A Director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2 per cent (or more) below the base rate of a clearing bank to be selected by the Directors.

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

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

Payment for Supply of Goods Only – Controls

(3) The Charity and its Directors may only rely on the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

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

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

(c) The other Directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Director or connected person. In reaching that decision the Directors must balance the advantage of contracting with a Director or connected person against the disadvantages of doing so.

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

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

(f) The reason for their decisions is recorded by the Directors in the minutes of their meeting.

(g) the number of directors in receipt of remuneration or payments authorised by article 7 or connected to a supplier must form a minority of those then in office.

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

(a) 'Charity' includes any company in which the Charity:
   (i) holds more than 50 per cent of the shares; or
   (ii) controls more than 50 per cent of the voting rights attached to the shares; or
   (iii) has the right to appoint one or more directors to the board of the company.

(b) 'connected person' includes any person within the definition in article 2 'Interpretation'.

DECLARATION OF DIRECTORS' INTERESTS

8. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTEREST

9. (1) If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;

(c) the unconflicted Directors consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances applying.

(2) In this article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

MEMBERS

10. (1) The subscribers to the Memorandum shall be the first members of the Charity.

(2) Membership is open to other persons aged sixteen years or older and organisations that:

(a) subscribe to the Objects; and

(b) apply to the Charity in the form required by the Directors; and

(c) are approved by the Directors.

(3) Membership is not transferable.

(4) The Directors must keep a Register of names and addresses of members.

TERMINATION OF MEMBERSHIP

11. Membership is terminated if:-

(1) the member dies or, if it is an organisation, ceases to exist;

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

(3) such member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his, her or its membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.

GENERAL MEETINGS

12. (1) The Charity must hold its first Annual General Meeting within fifteen months after the date of its incorporation.

(2) An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings.

13. The Directors may call a General Meeting at any time.

NOTICE OF GENERAL MEETINGS

14. (1) The minimum periods of notice required to hold a General Meeting of the Charity are:

(a) twenty-one clear days for an Annual General Meeting or a General Meeting called for the passing of a special resolution;

(b) fourteen clear days for all other General Meetings.

(2) A General Meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than ninety per cent of the total voting rights.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 21.

(4) The notice must be given to all the members and to the Directors and auditors.

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

PROCEEDINGS AT GENERAL MEETINGS

16. (1) No business shall be transacted at any General Meeting unless a quorum is present.

(2) A quorum is three members present in person, by proxy or authorised representative and entitled to vote upon the business to be conducted at the meeting.

17. (1) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting such a quorum ceases to be present;

the meeting shall stand adjourned to such time and place as the Directors shall determine.

(2) The Directors must reconvene the meeting and must give at least seven days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person, by proxy or authorised representative at that time shall constitute the quorum for that meeting.

18. (1) General Meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting.

(3) If there is only one Director present and willing to act, he or she shall chair the meeting.

(4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person, by proxy or authorised representative and entitled to vote must choose one of their number to chair the meeting.

19. (1) The members present in person, by proxy or authorised representative at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

20. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

(a) by the person chairing the meeting; or

(b) by at least three members present in person, by proxy or authorised representative and having the right to vote at the meeting; or

(c) by a member or members present in person, by proxy or authorised representative representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

(2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a secret ballot is demanded.

(b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

(3) (a) A demand for a secret ballot may be withdrawn before the secret ballot is taken, but only with the consent of the person who is chairing the meeting.

(b) If the demand for a secret ballot is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.

(4) (a) A secret ballot must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be

members) and who may fix a time and place for declaring the results of the secret ballot.

(b) The result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot is demanded.

(5) (a) A secret ballot demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A secret ballot demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meetings directs.

(c) The secret ballot must be taken within thirty days after it has been demanded.

(d) If the secret ballot is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the secret ballot is to be taken.

(e) If a secret ballot is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

CONTENT OF PROXY NOTICES

21. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –

(a) states the name and address of the members appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

(d) is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the General Meeting to which they relate.

(2) The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

(3) 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.

(4) Unless a proxy notice indicates otherwise, it must be treated as -

(a) 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

(b) 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.

DELIVERY OF PROXY NOTICES

22. (1) 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 Charity by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) 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 appointer's behalf.

WRITTEN RESOLUTIONS

23. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than seventy-five per cent) of the members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member;

(b) a simple majority (or in the case of a special resolution a majority of not less than seventy-five per cent) of members has signified its agreement to the resolution; and

(c) it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight days beginning with the circulation date.

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

VOTES OF MEMBERS

24. (1) Every member, whether an individual or an organisation, shall have one vote.

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

25. (1) An organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

(2) The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.

(3) Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

DIRECTORS

26. (1) A Director must be aged sixteen years or older.

(2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 36.

27. The number of Directors shall not be less than three.

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

POWERS OF DIRECTORS

29. (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Act, the articles or any special resolution.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

(3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

RETIREMENT OF DIRECTORS

30. One third (or the number nearest one third) of the Directors must retire at each Annual General Meeting, those longest in office retiring first and the choice between any with equal length of service (i.e. appointed or last re-appointed on the same day) being made by drawing lots.

31. A Director appointed by a resolution of the other Directors must retire at the next Annual General Meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

32. (1) A retiring Director shall be eligible for re-election.

(2) If a Director is required to retire at an Annual General Meeting by a provision of the articles, the retirement shall take effect upon the conclusion of the meeting.

APPOINTMENT OF DIRECTORS

33. The Directors shall be elected at an Annual General Meeting by the members.

34. The Directors may appoint one or more persons who are willing to act to be Directors.

35. A Director appointed by a resolution of the other Directors must retire at the next Annual General Meeting following his/her appointment.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

36. A Director shall cease to hold office if he or she:

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

    (b) is disqualified from acting as a Trustee by virtue of section 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision);

    (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

    (d) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);

    (e) is removed from office by resolution of the Charity in General Meeting;

    (f) is absent from three successive meetings of the Directors without giving adequate reason to the Directors and the Directors resolve by a majority that his or her office is to be vacated.

REMUNERATION OF DIRECTORS

37. The Directors must not be paid any remuneration unless it is authorised by article 7.

PROCEEDINGS OF DIRECTORS

38. (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

    (2) Any Director may call a meeting of the Directors.

(3) The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.

(4) Questions arising at a meeting shall be decided by a majority of votes.

(5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

(6) A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all other participants.

39. (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.

(2) The quorum shall be three Directors or such other number as may be decided from time to time by the Directors.

(3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

40. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.

41. (1) The Directors may elect officers of the Board, including a Chairperson, Secretary and Treasurer and determine the period for which they are to hold office and may at any time revoke such appointments.

(2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

(3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Directors.

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

(a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and

(b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of twenty-eight days beginning with the circulation date.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

43. (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors and members but the terms of any delegation must be recorded in the minutes.

(2) The Directors may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

(3) The Directors may revoke or alter a delegation.

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

VALIDITY OF DIRECTORS' DECISIONS

44. (1) Subject to paragraph 44(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

(i) who was disqualified from holding office;

(ii) who had previously retired or who had been obliged by the constitution to vacate office;

(iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

(i) the vote of that Director; and

(ii) that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

(2) Paragraph 44(1) does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 44(1), the resolution would have been void, or if the Director has not complied with article 8.

THE SEAL

45. If the Company has a Seal, it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary (if any) or by a second Director.

MINUTES

46. The Directors must keep minutes of all:

(1) appointments of Officers made by the Directors;

(2) proceedings at meetings of the Charity;

(3) meetings of the Directors and committees of Directors including:

(a) the names of the Directors present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

ACCOUNTS

47. (1) The Directors must prepare for each financial year accounts as required by the Companies Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The Directors must keep accounting records as required by the Companies Act.

ANNUAL REPORT AND RETURN AND ACCOUNTS

48. (1) The Directors must comply with their obligations under the Charities Act (Northern Ireland) 2008 with regard to:

(a) the transmission of the statements of account to the Commission;

(b) the preparation of an Annual Report and its transmission to the Commission;

(c) the preparation of an Annual Return and its transmission to the Commission.

(2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Register of Charities.

MEANS OF COMMUNICATION TO BE USED

49. (1) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

(2) Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also

be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

50. Any notice to be given to or by any person pursuant to the articles:

(1) must be in writing; or

(2) must be given in electronic form.

51. (1) The Charity may give any notice to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his, her or its address; or

(c) by leaving it at the address of the member; or

(d) by giving it in electronic form to the member's address.

(2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

52. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

53. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:

(a) forty-eight hours after the envelope containing it was posted; or

(b) in the case of an electronic form of communication, forty-eight hours after it was sent.

INDEMNITY

54. (1) The Charity shall indemnify every Director against any liability incurred in

successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

(2) In this article a "relevant Director" means any Director or former Director of the Charity.

RULES

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

(2) The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

(c) the procedure at General Meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Act or by the articles;

(d) generally, all such matters as are commonly the subject matter of company rules.

(3) The Charity in General Meeting has the power to alter, add to or repeal the rules or bye laws.

(4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

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

DISPUTES

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

DISSOLUTION

57. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(2) Subject to any resolution of the members of the Charity, the Directors of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on dissolution of the Charity be applied or transferred:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and, if no such resolution in accordance with article 57(1) is passed by the members or the Directors, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.