



FILE COPY

CERTIFICATE OF INCORPORATION OF A COMMUNITY INTEREST COMPANY

Company No. 8082505

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

METRO INSIGHT COMMUNITY INTEREST COMPANY

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



N08082505F

Given at Companies House on 24th May 2012.

022010/35

In accordance with
Section 9 of the
Companies Act 2006

IN01

Application to register a company



A fee is payable with this form

Please see 'How to pay' on the last page

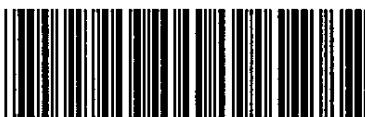
What this form is for

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. For this, please use form LL11.

TUESDAY



A19FWYHC

22/05/2012 #99

COMPANIES HOUSE

Part 1 Company details

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

All fields are mandatory unless specified or indicated by *

A1

Company details

Please show the proposed company name below

Proposed company name in full ^①

METRO INSIGHT COMMUNITY INTEREST COMPANY

For official use

① Duplicate names

Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information is available at www.companieshouse.gov.uk

A2

Company name restrictions ^②

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

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

② Company name restrictions

A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website www.companieshouse.gov.uk

A3

Exemption from name ending with 'Limited' or 'Cyfngedig' ^③

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

③ Name ending exemption

Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website www.companieshouse.gov.uk

A4

Company type ^④

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

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

④ Company type

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

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Application to register a company

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Situation of registered office

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

Registered office

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

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

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

A6

Registered office address

Please give the registered office address of your company

Building name/number	UNIT 11, START WOOLWICH	 Registered office address You must ensure that the address shown in this section is consistent with the situation indicated in section A5
Street	9-11 GUNNERY TERRACE	 You must provide an address in England or Wales for companies to be registered in England and Wales
	ROYAL ARSENAL	 You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively
Post town	WOOLWICH	
County/Region	LONDON	
Postcode	S E 1 8 6 S W	

A7

Articles of association

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 <ul style="list-style-type: none"><input type="checkbox"/> Private limited by shares<input type="checkbox"/> Private limited by guarantee<input type="checkbox"/> Public company	 For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk
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 <ul style="list-style-type: none"><input type="checkbox"/> Private limited by shares<input type="checkbox"/> Private limited by guarantee<input type="checkbox"/> Public company	
Option 3	<input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application	

A8

Restricted company articles

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

Restricted company articles

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

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Application to register a company

Part 2

Proposed officers

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

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

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

Secretary

B1

Secretary appointments

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

Title*

MS

Full forename(s)

MARGUERITE

Surname

MCLAUGHLIN

Former name(s)

Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B

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

Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years
Married women do not need to give former names unless previously used for business purposes

B2

Secretary's service address

Building name/number

NORMAN HOUSE

Service address

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

Street

110-114 NORMAN ROAD

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

Post town

GREENWICH

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

County/Region

LONDON

Postcode

S E 1 0 9 Q J

Country

B3

Signature

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

Signature

Signature

X Marguerite M'Laughlin X

Signature

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

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Application to register a company

Corporate secretary

C1 Corporate secretary appointments	
Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
C2 Location of the registry of the corporate body or firm	
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3 EEA companies	
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	
Registration number	
C4 Non-EEA companies	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered	
Registration number	
C5 Signature	
I consent to act as secretary of the proposed company named in Section A1	
Signature	Signature
	X
Signature The person named above consents to act as corporate secretary of the proposed company	

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Application to register a company

Director

D1 Director appointments	
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	DR
Full forename(s)	MURAT
Surname	SONCUL
Former name(s)	
Country/State of residence	ENGLAND
Nationality	BRITISH
Date of birth	18 09 1971
Business occupation (if any)	NHS MANAGER
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	
Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes	
Country/State of residence This is in respect of your usual residential address as stated in section D4	
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	

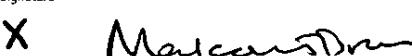
D2 Director's service address	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4	
Building name/number	Norman House
Street	110-114 Norman Road Greenwich
Post town	London
County/Region	London
Postcode	S E 1 0 9 Q J
Country	
Service address This is the address that will appear on the public record. This does not have to be your usual residential address	
Registered office Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office	
If you provide your residential address here it will appear on the public record	

D3 Signature	
I consent to act as director of the proposed company named in Section A1	
Signature	Signature
	
Signature The person named above consents to act as director of the proposed company	

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Application to register a company

Director

D1 Director appointments	
<p>Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5</p>	
Title*	MR
Full forename(s)	MALCOLM TREVOR
Surname	BROWN
Former name(s)①	
Country/State of residence ②	ENGLAND
Nationality	BRITISH
Date of birth	d2 d3 m0 m4 y1 y9 y6 y1
Business occupation (if any) ③	CHARTERED ACCOUNTANT
<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>	
D2 Director's service address	
<p>Please complete the service address below. You must also fill in the director's usual residential address in Section D4.</p>	
Building name/number	NORMAN HOUSE
Street	110-114 NORMAN ROAD
Post town	GREENWICH
County/Region	LONDON
Postcode	S E 1 0 9 Q J
Country	ENGLAND
<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>	
D3 Signature	
<p>I consent to act as director of the proposed company named in Section A1</p>	
Signature	Signature 
<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>	

IN01 – continuation page
Application to register a company

Director

D1 Director appointments 	
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	MR
Full forename(s)	JULIAN VAUGHAN
Surname	WILLIAMS
Former name(s) 	
Country/State of residence 	ENGLAND
Nationality	BRITISH
Date of birth	<input type="text"/> 0 <input type="text"/> 1 <input type="text"/> 0 <input type="text"/> 7 <input type="text"/> 1 <input type="text"/> 9 <input type="text"/> 6 <input type="text"/> 8
Business occupation (if any) 	ARCHITECT
D2 Director's service address 	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4	
Building name/number	NORMAN HOUSE
Street	110-114 NORMAN ROAD
Post town	GREENWICH
County/Region	LONDON
Postcode	<input type="text"/> S <input type="text"/> E <input type="text"/> 1 <input type="text"/> 0 <input type="text"/> 9 <input type="text"/> Q <input type="text"/> J
Country	ENGLAND
D3 Signature 	
I consent to act as director of the proposed company named in Section A1	
Signature	<p>Signature   </p>

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

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

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

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

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

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

Director

D1 Director appointments 	
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	MR
Full forename(s)	DAVID JOHN
Surname	BURGESS
Former name(s) 	
Country/State of residence 	ENGLAND
Nationality	BRITISH
Date of birth	<input type="text" value="d"/> 2 <input type="text" value="d"/> 5 <input type="text" value="m"/> 0 <input type="text" value="m"/> 5 <input type="text" value="y"/> 1 <input type="text" value="y"/> 9 <input type="text" value="y"/> 6 <input type="text" value="y"/> 8
Business occupation (if any) 	TEACHER - VICE PRINCIPAL
D2 Director's service address 	
Please complete the service address below You must also fill in the director's usual residential address in Section D4	
Building name/number	NORMAN HOUSE
Street	110-114 NORMAN ROAD
Post town	GREENWICH
County/Region	LONDON
Postcode	<input type="text" value="S"/> <input type="text" value="E"/> <input type="text" value="1"/> <input type="text" value="0"/> <input type="text" value="9"/> <input type="text" value="Q"/> <input type="text" value="J"/>
Country	
D3 Signature 	
I consent to act as director of the proposed company named in Section A1	
Signature	 
Signature  The person named above consents to act as director of the proposed company	

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Application to register a company

Corporate director

E1	Corporate director appointments 	<p>Please use this section to list all the corporate directors taken on formation</p> <p>Name of corporate body or firm</p> <p>Building name/number</p> <p>Street</p> <p>Post town</p> <p>County/Region</p> <p>Postcode</p> <p>Country</p>	<p>Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p>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</p>
E2	Location of the registry of the corporate body or firm		
	<p>Is the corporate director registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section E3 only</p> <p>→ No Complete Section E4 only</p>		
E3	EEA companies 		
	<p>Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register</p> <p>Where the company/firm is registered </p> <p>Registration number</p>		
E4	Non-EEA companies		
	<p>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</p> <p>Legal form of the corporate body or firm</p> <p>Governing law</p> <p>If applicable, where the company/firm is registered </p> <p>If applicable, the registration number</p>		
E5	Signature 		
Signature	<p>I consent to act as director of the proposed company named in Section A1</p> <p>Signature  </p> <p>Signature The person named above consents to act as corporate director of the proposed company</p>		

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

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

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

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

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

F3 Totals

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

Total number of shares

Total aggregate
nominal value ④

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

① Including both the nominal value and any
share premium

② Number of shares issued multiplied by
nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation
page if necessary

③ Total number of issued shares in this class

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

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

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Application to register a company

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

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

- Yes Complete the sections below
- No Go to Part 5 (Statement of compliance)

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

① Name

Please use capital letters

② Address

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

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	METRO CENTRE LTD						
Surname ①							
Address ②	NORMAN HOUSE, 110-114 NORMAN ROAD						
	GREENWICH, LONDON						
Postcode	S	E	1	0	9	Q	J
Amount guaranteed ③	£1 (ONE POUND STERLING)						

Subscriber's details

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

Subscriber's details

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

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Application to register a company

Subscriber's details

Forename(s) 1							
Surname 1							
Address 2							
Postcode	<input type="text"/>						
Amount guaranteed 3							

1 Name
Please use capital letters

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

3 Amount guaranteed
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1							
Surname 1							
Address 2							
Postcode	<input type="text"/>						
Amount guaranteed 3							

Subscriber's details

Forename(s) 1							
Surname 1							
Address 2							
Postcode	<input type="text"/>						
Amount guaranteed 3							

Subscriber's details

Forename(s) 1							
Surname 1							
Address 2							
Postcode	<input type="text"/>						
Amount guaranteed 3							

Subscriber's details

Forename(s) 1							
Surname 1							
Address 2							
Postcode	<input type="text"/>						
Amount guaranteed 3							

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Part 5

Statement of compliance

This section must be completed by all companies

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

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

Subscriber's signature

Signature DR MURAT SONCUL for and on behalf of
 METRO CENTRE LIMITED 


Subscriber's signature

Signature 


Subscriber's signature

Signature 


Subscriber's signature

Signature 


Subscriber's signature

Signature 


Subscriber's signature

Signature 


Subscriber's signature

Signature 


Subscriber's signature

Signature 


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

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Subscriber's signature	Signature 		Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature 		
Subscriber's signature	Signature 		
Subscriber's signature	Signature 		

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/>		
Country			
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with			
Agent's signature	Signature 		

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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 **MALCOLM BROWN**

Company name **METRO CENTRE LTD**

Address **NORMAN HOUSE**

110-114 NORMAN ROAD

WIMBLEDON

Post town **LONDON**

County/Region **LONDON**

Postcode **S E 1 0 9 Q J**

Country **ENGLAND**

DX

Telephone



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- At the registered office address (Given in Section A6)
 At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
 If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
 You have used the correct appointment sections
 Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
 The document has been signed, where indicated
 All relevant attachments have been included
 You have enclosed the Memorandum of Association
 You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses



How to pay

A fee is payable on this form
Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

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

CIC 36

Declarations on Formation of a Community Interest Company¹

Please
complete in
typescript,
or in bold
black
capitals.

Company Name in full

METRO INSIGHT
Community Interest Company

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

- 1 We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community². [Insert a short description of the community, or section of the community, which it is intended that the company will benefit below
^{1³}

The company's activities will provide benefit to ...

any members of the community experiencing issues related to sexuality, identity, gender and diversity.

COMPANY NAME

METRO INSIGHT COMMUNITY INTEREST COMPANY

SECTION B: Community Interest Statement – Activities & Related Benefit

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

Activities <i>(Tell us here what the company is being set up to do)</i>	How will the activity benefit the community? <i>(The community will benefit by)</i>
Providing services and products for support, advice, information, advocacy, resources, counselling, group work, outreach, community development, capacity building, campaigning, leadership, research, clinical services, consultancy, training and education for the general community	<ul style="list-style-type: none">(i) challenging homophobia and heterosexism and acknowledging that they have a significant impact on lesbian, gay and bisexual people, and those questioning their sexuality;(ii) working in the field of sexual health promotion, HIV prevention and HIV support;
Providing services and products	<ul style="list-style-type: none">(iii) providing services & resources or developing, producing and manufacturing products which promote, further, develop or measure health and well-being and to empower individuals, including the provision of support, advice, the provision of information, advocacy, resources, counselling, group work, outreach services, community development services, capacity-building services, campaigning, leadership advice, research, clinical services, consultancy services, training, and education
If the company makes any surplus it will be used for The benefit of the registered charity, Metro Centre Ltd, charity registration number 1070582, company registration number 2716101	

(Please continue on separate sheet if necessary.)

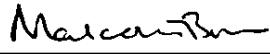
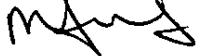
COMPANY NAME

METRO INSIGHT COMMUNITY INTEREST COMPANY

SECTION C:

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

- (a) a political party;
(b) a political campaigning organisation; or
(c) a subsidiary of a political party or of a political campaigning organisation.⁴

Signed		Date	3/5/2012
Signed		Date	3/5/2012
Signed		Date	3/5/2012
Signed		Date	3/5/2012
Signed		Date	

CHECKLIST

This form must be accompanied by the following documents:

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

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

Malcolm Brown
66 Norman Road
Wimbledon

information that you give will be visible to searchers of the public record.

London	Tel 02085400303
DX Number	DX Exchange

When you have completed and signed the form, please send it to the Registrar of Companies at:

For companies registered in England and Wales: Companies House, Crown Way, Cardiff, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland: Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, EH3 9FF DX 235 Edinburgh

For companies registered in Northern Ireland: Companies House, 2nd Floor, The Linenhall, 32-38 Linenhall Street, Belfast, BT2 8BG

NOTES

¹ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

² The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

³ E.g. "the residents of Oldtown" or "those suffering from XYZ disease".

⁴ A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.

The Companies Act 2006

Community Interest Company Limited by Guaranteeⁱ

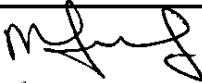
Memorandum of Association

of

Metro Insight Community Interest Companyⁱⁱ

The Companies Act 2006
Community Interest Company Limited by Guarantee
Memorandum of Association^{'''}
of
Metro Insight Community Interest Company

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

<i>Name of each subscriber^{'''}</i>	<i>Authentication by each subscriber</i>
<u>METRO CENTRE LTD</u>	 for and on behalf of METRO CENTRE LTD

Dated [3rd May 2012]

¹ On the different limited company forms available to CICs, see [Part 3] of the Regulator's information and guidance notes

² Section 33 of the Companies (Audit Investigations and Community Enterprise) Act 2004 provides that the name of any community interest company which is not a public company must end with either the words "community interest company" or the letters "c i c" (or, if the articles state that the company's registered office is to be situated in Wales, with the words "cwmni buddiant cymunedol" or the initials "c b c")

^{'''} For companies incorporated after 1 October 2009 the memorandum of association will consist only of the names of the subscribers of the company. If you are an existing company incorporated prior to 1 October 2009 and wishing to become a community interest company, you will need to incorporate the relevant provisions of your current memorandum into the articles of the community interest company

^{'''} For illustration, space for one subscriber has been supplied here. There is no upper limit to the number of subscribers and further entries may be added as appropriate

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association

of

Metro Insight Community Interest Company

(CIC Limited by Guarantee, Schedule 1, Small Membership)

The Companies Act 2006
Metro Insight Community Interest Company Limited by Guarantee

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The Companies Act 2006
Articles of Association
of
Metro Insight Community Interest Company

INTERPRETATION

1. Defined Terms

1 1 The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles

COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

2 1 The Company is to be a community interest company

3. Asset Lock

3 1 The Company shall not transfer any of its assets other than for full consideration

3 2 Provided the conditions in Article 3 3 are satisfied, Article 3 1 shall not apply to

- (a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body, and
- (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body

3 3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

3 4 If

3 4 1 the Company is wound up under the Insolvency Act 1986, and

3 4 2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3 5 below

3 5 For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3 2 and 3 4

3 6 Name Metro Centre Limited

3 7 Left blank

3 8 Charity Registration Number 1070582
3 9 Company Registration Number 2716101
3.10 Registered Office Norman House, 110-114 Norman Road London SE10 9QJ

4. Not for profit

4 1 The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

5 1 The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to promote any community purpose for the benefit of any members of the community experiencing issues related to sexuality, identity, gender and diversity, including by focusing on

- (i) challenging homophobia and heterosexism and acknowledging that they have a significant impact on lesbian, gay and bisexual people, and those questioning their sexuality,
- (ii) working in the field of sexual health promotion, HIV prevention and HIV support,
- (iii) providing services & resources or developing, producing and manufacturing products which promote, further, develop or measure health and well-being and to empower individuals, including the provision of support, advice, the provision of information, advocacy, resources, counselling, group work, outreach services, community development services, capacity-building services, campaigning, leadership advice, research, clinical services, consultancy services, training, and education

6. Powers

6 1 In furtherance of the said objects but not further or otherwise, the Company shall have power

- a To provide services including support, advice, information, advocacy, resources, counselling, group work, outreach, community development, capacity-building, campaigning, leadership, research, clinical services, consultancy, training and education and to establish centres for such purposes
- b To bring together in conference and partnership representatives of other voluntary organisations, government departments, statutory authorities and individuals

- c To arrange and provide, either alone or with others, the holding of exhibitions, meetings, lecture classes, seminars, workshops, development, training courses and any other such activities in the furtherance of the aims of the Company
- d To carry out research and surveys, write, print, publish or otherwise reproduced and circulated, gratuitously or otherwise such papers, books or periodicals, pamphlets, magazines or other documents, including films and recorded materials as shall further its objects, and to issue or circulate the same for payment or otherwise
- e To establish and support any charitable association or body and to subscribe or guarantee money or give indemnities for charitable purposes calculated to further the objects of the Company
- f To receive grants or loans for any one or more of the objects of the Company and to raise money in any way including carrying on any trade
- g To do all such other lawful things as shall further the community aims and objectives of the Company
- h To accept subscriptions, donations, devised and requests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage or charge any such real or personal estate
- i. To apply for and renew as appropriate all licences and consents for the use of facilities within the Company in order to provide a full service
- j To raise funds and invite and receive contributions by way of donation or subscription
- k To make regulations for the proper supervision, control and management of any property that may be acquired
- l To invest money not immediately required for its objects in or upon such investments, securities or property or as reserves as the Company may think fit subject nevertheless to such conditions (if any) as may be imposed or required by law and also as hereinafter provided
- m To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company
- n To gift any surplus that may arise from the trading activities of the Company and any other income, that is not re-invested in the Company

- to the Company's asset locked body Metro Centre Ltd named in Article 3
- o To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.
 - p Subject to any legal restrictions, to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company
 - q To pay out of funds of the Company the cost of any premium of insurance or indemnity to cover the liability of the Board of Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or wrongful omission, breach of duty or breach of trust of which they may be guilty in relation to the Company, PROVIDED THAT any insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or default on the part of the Board of Directors (or any of them),
And to purchase out of funds of the Company any additional indemnity insurance cover for the benefit of the Directors that is permitted by law from time to time
 - r To pay subject to the provisions of clause 5 hereof, reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the company or their dependants
 - s To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company
 - t To do all such other lawful things as shall further the above objects or any of them
 - u To enter into agreements with any companies, charities, institutions, societies, associations, or authorities national or local or otherwise
 - v To apply monies in insuring any buildings or other property to their full value and to insure any risks arising from the Company's activities
 - w To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise
 - x Subject to such consents as may be required by law, to borrow and raise money for the objects of the Company on such terms and conditions and on such security as may be thought fit

- y To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company
- z to establish, support, federate with or join or amalgamate with any companies, charities, institutions, societies or associations and to transfer to or to purchase or otherwise acquire from any companies, charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements
- aa undertake any charitable trusts and to accept any property on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Directors
- bb To establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Company's objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means.
- cc. To promote and advertise the Company's activities
- dd To co-operate and enter into any arrangements with any governments, authorities or any person, company or association,
- ee To delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value),

Provided always that -

- (i) the Managers are properly authorised to carry on investment business,
- (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Company,
- (iii) the Managers are under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them,
- (iv) the Company is entitled at any time to review, alter or terminate

- the delegation or the terms thereof,
- (v) the Company reviews the arrangements for delegation at intervals but so that any failure by the Company to undertake such reviews shall not invalidate the delegation,
- ff To permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such;
- gg To do anything else within the law which helps promote the Company's objects

7. **Liability of members**

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

- 7 1 payment of the Company's debts and liabilities contracted before he or she or a body corporate ceases to be a member,
- 7 2 payment of the costs, charges and expenses of winding up, and
- 7 3 adjustment of the rights of the contributories among themselves

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. **Board of Directors**

- 8 1 Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company
- 8 2 Directors shall hold office until the end of the Annual General Meeting following their election or co-option and shall be eligible for re-election or co-option (as appropriate)
- 8 3 The Board of Directors shall consist of not less than four nor more than fifteen persons and up to two Directors co-opted in accordance with Article 8 4
- 8 4 The Board of Directors shall have power to co-opt not more than two persons having special skills useful to the Company. A co-opted Director shall hold office until the next Annual General Meeting

- 8 5 The Board of Directors shall have the power to appoint a person to fill a vacancy on the Board Any such appointee shall hold office until the next Annual General Meeting when, subject to the nomination provisions in Article 37, he may be elected by the full members
- 8 6 The Board of Directors shall include a majority of the serving Trustees from the Board of Trustees of the Metro Centre Ltd (company number 2716101 and charity number 1070582) or should the Metro Centre Ltd be wound up, dissolved or liquidated or merge or otherwise be amalgamated with another Registered Charity of similar aims and objectives, a majority from the Board of the successor charity

- 8 7 The Board of Directors shall be responsible for the running of the Company in accordance with the Company's equal opportunities policy

9. Members' reserve power

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

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

10. Chair, Vice-chair, Secretary & Treasurer

- 10 1 The Directors may appoint one of their number to be the chair of the Directors for such term of office as they determine and may at any time remove him or her from office

- 10 2 The Directors may appoint one of their number to be Vice-chair for such term of office as they may determine and may at any time remove him or her from office

- 10 3 The Directors may appoint one of their number to be Secretary for such term of office as they may determine and may at any time remove him or her from office

- 10 4 The Directors may appoint one of their number to be Treasurer for such term of office as they may determine and may at any time remove him or her from office

11. Directors may delegate

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

11 1 1 to such person or committee,

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

11 1 3 to such an extent,

11 1 4 in relation to such matters or territories, and

11 1 5 on such terms and conditions,

as they think fit

- 11 2 If the Directors so specify, any such delegation of this power may authorise further delegation of the Directors' powers by any person to whom they are delegated
- 11 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

12. Bank accounts

The Board of Directors shall open a bank account or accounts. All cheques and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed by any two members of the Board of Directors or any two members of the Senior Management Team or combination of each nominated by the Board of Directors for that purpose

13. Number of meetings

The Board of Directors shall meet not less than two times in each year

DECISION-MAKING BY DIRECTORS

14. Directors to take decisions collectively & calling a Directors' meeting

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 20 Calling a Directors' meeting

- 14 1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting
- 14 2 A Directors' meeting must be called by at least seven Clear Days' notice unless either
 - 14 2 1 all the Directors agree, or
 - 14 2 2 urgent circumstances require shorter notice
 - 14 2 3 Notice of Directors' meetings must be given to each Director. It shall not be necessary to give notice of a meeting to any Director for the time being absent from the United Kingdom
- 14 3 Every notice calling a Directors' meeting must specify:
 - 14 3 1 the place, day and time of the meeting, and
 - 14 3 2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 14 4 Notice of Directors' meetings need not be in Writing

14 5 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

15. Participation in Directors' meetings

15 1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

15 1 1 the meeting has been called and takes place in accordance with the Articles, and

15 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

15 2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other

15 3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

16. Quorum for Directors' meetings

16 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

16 2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is four

16 3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision

16 3 1 to appoint further Directors, or

16 3 2 to call a general meeting so as to enable the members to appoint further Directors

17. Chairing of Directors' meetings

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

18. Decision-making at meetings

18 1 The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit Questions arising at a Directors' meeting shall be decided by a majority of votes

18 2 In all proceedings of Directors each Director must not have more than one vote

18 3 In case of an equality of votes, the Chair shall have a second or casting vote

18 4 All acts done by any meeting of the Board of Directors or of a sub-committee, or by any person acting as a Director, shall, notwithstanding that it shall be afterwards

discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director

19. Sub-committees

- 19 1 The Board of Directors may delegate any of their powers to sub-committees consisting of such persons as they think fit any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors and shall report all acts and proceedings fully to the Board of Directors at its next available meeting
- 19 2 A sub-committee may elect a Chair of its meetings, if no such Chair is elected, or if at any meeting the Chair is not present within ten minutes after the time appointed for holding the same, the sub-committee members present may choose one of their number to chair the meeting
- 19 3 A sub-committee may meet and adjourn, as it thinks proper Questions arising at any meetings shall be determined by a majority of votes of the full members present, and in the case of an equality of votes the chair shall have a second or casting vote

20. Decisions without a meeting

- 20 1 The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing
- 20 2 A decision which is made in accordance with Article 20 1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with
 - 20 2 1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors,
 - 20 2 2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 20 2;
 - 20 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,
 - 20 2 4 the Recipient must prepare a minute of the decision in accordance with Article 35

21. Conflicts of interest

- 21.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors
- 21.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors
- 21.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 20 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 22, he or she must
 - 21.3.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,
 - 21.3.2 not be counted in the quorum for that part of the meeting, and
 - 21.3.3 withdraw during the vote and have no vote on the matter
- 21.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

22. Directors' power to authorise a conflict of interest

- 22.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided
 - 22.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 21.3,
 - 22.1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,
 - 22.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation
- 22.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 22.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed
- 22.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 22.1 (subject to any limits or conditions to which such approval was subject)

23. Register of Directors' interests

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

APPOINTMENT AND RETIREMENT OF DIRECTORS

24. Appointment of Directors

- 24 1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors
- 24 2 At the first and every subsequent Annual General Meeting of the Company all the Directors shall retire from office
- 24 3 A retiring Director shall be eligible for re-election
- 24 4 Nominations of Directors for election at an Annual General Meeting shall be in writing addressed to the Secretary of the Company, or if there is no secretary, the Chair and shall be signed by the proposer and seconder and by the person nominated indicating a willingness to stand for election
- 24 5 Subject to Article 8 3, the Company may from time to time by ordinary resolution increase or reduce the number of Directors, using the procedure outlined in Article 24 6 below
- 24 6 No person shall be eligible for election to the Board of Directors at any general meeting, **unless**, not less than three nor more than 21 days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. The notice shall give the particulars of that person that would, if they were so appointed, be required to be included in the register of Directors. This requirement shall not apply to co-opted Directors or Directors who are standing for re-election
- 24 7 No person may be appointed as a Director in circumstances such that, had they already been a Director, they would have been disqualified from acting under the provisions of Article 25
- 24 8 The Board may by resolution approved by 75% of the current Directors authorise the use of a postal or electronic ballot for the election of Directors. In the event that the Board so elects to hold an electronic ballot, it must inform the members that they have the right to choose whether to cast their votes electronically or by post

25. Termination of Director's appointment

A person ceases to be a Director as soon as

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law,
- (b) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) ceases to be a Director by virtue of any provision of the Act or is disqualified from acting as a Director by virtue of Section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision
- (e) the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,
- (f) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect),
- (g) is removed in accordance with the provision of article 24 9
- (h) is removed from office by a resolution of at least 75% of the other Directors at a Board meeting at which at least half of the serving Directors are present,
- (i) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason, or
- (j) The full members may by ordinary resolution, of which 28 clear days' notice has been given to the Company in accordance with the Act, remove any Director before the expiration of the period of office On receipt of a notice of the intended resolution, the Company must forthwith send a copy of the notice of the intended resolution to the Director in question The Company must give notice of the meeting convened to pass the resolution to the Directors in accordance with the Act and must give the Director in question an opportunity to address the meeting before the resolution is put to the vote The Company may by ordinary resolution appoint another person in place of the Director removed under this article, if the Director is an elected Director or the Board may appoint a substitute if the Director is a co-opted Director

26. Directors' remuneration

- 26 1 Directors may not be paid a remuneration from the Company apart from reasonable out of pocket expenses in accordance with Article 27

27. Directors' expenses

27 1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

- (a) meetings of Directors or committees of Directors,
- (b) general meetings, or

sub-committee meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

28. Becoming a member

- 28 1 The subscribers to the Memorandum are the first member(s) of the Company
- 28 2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company

- 28 3 No person shall be admitted a member of the Company unless he or she is approved by the Directors
- 28 4 Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her
- 28 5 Membership shall be open to all persons, companies, charities, institutions or associations whom the Board decides to admit to membership.

29. Termination of membership

- 29 1 Membership is not transferable to anyone else
- 29 2 Membership is terminated if
 - 29 2 1 the member dies or ceases to exist,
 - 29 2 2 otherwise in accordance with the Articles, or

DECISION MAKING BY MEMBERS

30. Members' meetings

- 30 1 The Company shall hold an Annual General Meeting each year in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Board of Directors shall appoint
- 30 2 All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings and may be called at any time by the Members
- 30 3 Members of the Company or their duly appointed representatives shall have the right to speak at general meetings
- 30 4 General meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts. However, the appointed representative of the Metro Centre Limited must be present
- 30 5 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures
- 30 6 Article 30 5 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company
- 30 7 The Board of Directors shall determine the subscriptions and affiliation fees payable by members. No member whose subscription is unpaid shall be entitled to vote at any meeting

31. Proceedings at General Meetings

- 31 1 To the extent required by law, the business to be transacted at an Annual General Meeting shall include the adoption of the accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring, the appointment of and the fixing of the remuneration of auditors.
- 31 2 No Business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. 75% of the full membership shall form a quorum. If inquorate, the meeting, if convened upon a requisition of members, shall be dissolved, in any other case it shall be adjourned to the same place date and time in the next week or to such other place date and time as the Board of Directors may determine
- 31 3 The Representative of the Metro Centre Ltd shall chair every General Meeting of the Company or, if there is no such person or if s/he shall not be present within 15 minutes after the time appointed for the holding of the meeting, the Directors of the Company present shall elect one of their number to chair the meeting

- 31 4 If no member of the Board of Directors is present or willing to act then the members shall elect one of their number to chair the meeting
- 31 5 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
- 31 6 In case of an equality of votes by members, the representative of the Metro Centre Ltd shall be entitled to a second or casting vote on behalf of the Metro Centre Ltd

32. Written resolutions

- 32 1 Subject to Article 32.3, a written resolution of the Company passed in accordance with this Article 32 shall have effect as if passed by the Company in general meeting
- 32 1 1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members
- 32 1 2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution
- 32 2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution
- 32 3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution
- 32 4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts
- 32 5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution
- 32 5 1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature
- 32 5 2 If the Document is sent to the Company by Electronic Means, it is authenticated [if it bears the member's signature] or [if the identity of the member is confirmed in a manner agreed by the Directors] or [if it is

accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement] or [if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means]

- 32.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 32.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

33. Means of communication to be used

- 33.1 Subject to the Articles, anything sent or supplied by or to the Company 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 Company
- 33.2 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 agreed to be sent or supplied with such notices or Documents for the time being
- 33.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours

34. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

35. Minutes

- 35.1 The Directors must cause minutes to be made in books kept for the purpose
 - 35.1.1 of all appointments of officers made by the Directors,
 - 35.1.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting), and
 - 35.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

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

- 35 2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision

36. Records and accounts

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of

- 36 1 annual reports,
- 36 2 annual returns, and
- 36 3 annual statements of account
- 36 4 The accounting records shall be kept at the registered office of the Company or, subject to the Act, at such other place or places as the Board of Directors thinks fit and, subject to the Act, shall always be open to inspection by officers of the Company
- 36 5 Subject to the Act, the Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts or books of Company or any of them shall be open to the inspection of the members, not being Directors, and no member, not being a Director, shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in General Meeting
- 36 6 To the extent required by the Act, the Board of Directors shall from time-to-time in accordance with the Act cause to be prepared and to be laid before the Company at a General Meeting such profit and loss accounts, balance sheets and reports as are referred to in the Act
- 36 7 To the extent required by law, a copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company at General Meeting, together with a copy of the auditor's report and the report of the Board of Directors, shall not less than ten days before the date of the meeting be sent to every member of the Company provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debenture. The Directors shall ensure that any legal requirements from time to time as regards circulation of these documents to the members are complied with

37. Indemnity

- 37 1 Subject to Article 37 2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against
- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
 - (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and
 - (c) any other liability incurred by that Director as an officer of the Company or an associated company
- 37 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 37 3 In this Article

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant Director" means any Director or former Director of the Company or an associated company

38. Insurance

- 38 1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss
- 38 2 In this Article
- (a) a "relevant Director" means any Director or former Director of the Company or an associated company,
 - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

39. Exclusion of model articles

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

SCHEDULE
INTERPRETATION

Defined terms

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

Term	Meaning
1 1 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means,
1 2 “Articles”	the Company's articles of association;
1 3 “asset-locked body”	means (i) a community interest company, a charity or a Permitted Industrial and Provident Society, or (ii) a body established outside the United Kingdom that is equivalent to any of those,
1 4 “bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
1 5 “Chair”	has the meaning given in Article 10,
1 6 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts,
1 7 “Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
1 8 “community”	is to be construed in accordance with accordance with Section 35(5) of the Company's (Audit) Investigations and Community Enterprise) Act 2004,
1 9 “Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company,
1 10 “Company”	Metro Insight Community Interest Company,
1 11 “Conflict of Interest”	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company,

112 "Director"	a director of the Company, and includes any person occupying the position of director, by whatever name called,
113 "Document"	includes, unless otherwise indicated, any document sent or supplied in Electronic Form,
114 "Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006,
115 "Hard Copy Form"	has the meaning given to it in the Companies Act 2006,
116 "Memorandum"	the Company's memorandum of association,
117 "participate"	in relation to a Directors' meeting, has the meaning given in Article 15,
118 "Permitted Industrial and Provident Society"	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006,
119 "the Regulator"	means the Regulator of Community Interest Companies,
120 "Secretary"	the secretary of the Company (if any),
121 "specified"	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph,
122 "subsidiary"	has the meaning given in section 1159 of the Companies Act 2006,
123 "transfer"	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property, and
124 "Writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise

- 2 **Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it**
- 3 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company