



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
COMMUNITY INTEREST COMPANY**

Company Number **10746897**

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

SECURE ACTIVE C.I.C.

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 and Wales



N10746897T

Given at Companies House on **28th April 2017**.



Companies House



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

IN01

Application to register a company



Companies House

P0 03446669-35

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.
If you are using this form to register a
company, please use form LL IN01.
If you are an individual with significant control or
have applied for protection from the public register,
contact enquiries at companieshouse.gov.uk to get a
separate form.

For further information, please



A07

A656SR3T

26/04/2017

#168

COMPANIES HOUSE

WEDNESDAY

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 ①

SECURE ACTIVE C.I.C.

For official use

10746897

→ **Filling in this form**

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

② **Duplicate names**

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

A2

Company name restrictions ②

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.

③ **Company name restrictions**

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

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

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.

④ **Name ending exemption**

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

IN01

Application to register a company

A4

Company type^①

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

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

① Company type

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

A5

Principal business activity

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

Classification code 1	6	2	0	2	0
Classification code 2	6	2	0	1	2
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

② Principal business activity

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

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

A6

Situation of registered office ③

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☒ England and Wales
- ☐ Wales
- ☐ Scotland
- ☐ Northern Ireland

③ Registered office

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

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

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

IN01

Application to register a company

A7 Registered office address

Please give the registered office address of your company.

Building name/number	62
Street	BEECHWOOD ROAD
Post town	LONDON
County/Region	LONDON
Postcode	E8 3DY

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

Please choose one option only and tick one box only.

Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only one box.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 2	<p>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.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.</p>

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

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.gov.uk/companieshouse

IN01

Application to register a company

Part 2**Proposed officers**

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

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

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

Secretary**B1 Secretary appointments ①**

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

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments

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

② Former name(s)

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

B2 Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

③ Service address

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

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

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

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①

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

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

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

Registered or principal address

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

C2 Location of the registry of the corporate body or firm

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

→ Yes Complete **Section C3 only**

→ No Complete **Section C4 only**

C3 EEA companies ②

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

Where the company/firm is registered ②

Registration number

② EEA

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

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

C4 Non-EEA companies

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

IN01

Application to register a company

Director**D1 Director appointments**

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)	JAMES
Surname	NICHOLAS
Former name(s)	
Country/State of residence	U.K.
Nationality	BRITISH
Month/year of birth	X X 1 0 1 9 7 7
Business occupation (if any)	SECURITY CONSULTANT

1 Appointments

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

2 Former name(s)

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

3 Country/State of residence

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

4 Month and year of birth

Please provide month and year only.

5 Business occupation

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

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address

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

Building name/number	62
Street	BEECHWOOD ROAD
Post town	LONDON
County/Region	LONDON
Postcode	E8 3DY
Country	U.K.

1 Service address

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

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

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

IN01

Application to register a company

Director**D1 Director appointments ^①**

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

Title*	MS
Full forename(s)	KIRSTEN RUTH
Surname	BAYES
Former name(s) ^②	MARK DAVID BAYES
Country/State of residence ^③	U.K.
Nationality	BRITISH
Month/year of birth ^④	X X 08 1987
Business occupation (if any) ^⑤	SECURITY CONSULTANT

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ^⑥

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

Building name/number	62
Street	BEECHWOOD ROAD
Post town	LONDON
County/Region	LONDON
Postcode	E8 3DY
Country	

⑥ Service address

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

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

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

IN01

Application to register a company

Corporate director

E1 Corporate director appointments ①

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

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

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

Registered or principal address

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

E2 Location of the registry of the corporate body or firm

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

→ Yes Complete **Section E3 only**

→ No Complete **Section E4 only**

E3 EEA companies ②

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

Where the company/firm is registered ③

Registration number

② EEA

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

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

E4 Non-EEA companies

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

If applicable, the registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below.→ **No** Go to **Part 4 (Statement of guarantee)**.**F1 Statement of capital**

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

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

Continuation pages

Please use a continuation page if necessary.

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

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

IN01

Application to register a company

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

Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

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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. <p>A separate table must be used for each class of share.</p> <p>Continuation pages</p> <p>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

F3

Initial shareholdings

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

Please complete the details below for each subscriber.

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

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** People with significant control (PSC).**G1****Subscribers**

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

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

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

1 Name

Please use capital letters.

2 Address

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

3 Amount guaranteed

Any valid currency is permitted.

4 Class of members

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

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) 1	JAMES
Surname 1	NICHOLAS
Address 2	62 BEECHWOOD ROAD, LONDON
Postcode	E8 3DY
Amount guaranteed 3	£1
Class of member (if applicable) 4	

Subscriber's details

Forename(s) 1	KIRSTEN RUTH
Surname 1	BAYES
Address 2	62 BEECHWOOD ROAD, LONDON.
Postcode	E8 3DY
Amount guaranteed 3	£1
Class of member (if applicable) 4	

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Application to register a company

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Class of member
(if applicable) ④

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Class of member
(if applicable) ④

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Class of member
(if applicable) ④

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Class of member
(if applicable) ④

① Name

Please use capital letters.

② Address

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

③ Amount guaranteed

Any valid currency is permitted.

④ Class of members

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

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5

People with significant control (PSC)

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

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

H1

Statement of initial significant control¹

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

¹ Statement of initial significant control

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

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

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

IN01

Application to register a company

Individual PSC

H3	Individual's details Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company	① Country/State of residence This is in respect of the usual residential address as stated in section H6. ② Month and year of birth Please provide month and year only.
Title*		
Full forename(s)		
Surname		
Country/State of residence ①		
Nationality		
Month/year of birth ②	<div> <div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div>	

H4	Individual's service address ① Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.	① Service address This is the address that will appear on the public record. This does not have to be the individual's usual residential address. If you provide the individual's residential address here it will appear on the public record.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

H7

Nature of control for an individual^①

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

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

① Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control^②

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

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

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

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

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

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

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

② Tick each that apply.

H9

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

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

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

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

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

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

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

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

① Tick each that apply.

IN01

Application to register a company

Individual PSC

H3

Individual's details

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

Title*

Full forename(s)

Surname

Country/State of residence ^①

Nationality

Month/year of birth ^②

X X

m

m

y

y

y

y

① Country/State of residence

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

② Month and year of birth

Please provide month and year only.

H4

Individual's service address ^①

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

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

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

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

H7

Nature of control for an individual^①

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

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

① Tick each that apply.

H8

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

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

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

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

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

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

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

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

① Tick each that apply.

H9

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

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

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

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

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

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

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

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

① Tick each that apply.

IN01

Application to register a company

Relevant legal entity (RLE)

11

RLE details^①

Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/>
Country	

① Registered or principal office address

This is the address that will appear on the public record.

12

Legal form and governing law

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

Legal form	
Governing law	
If applicable, register in which RLE is entered ^①	
Country/State ^①	
Registration number ^①	

① Registration number

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

13

Nature of control for the RLE ^①

Please indicate how the RLE has significant control over the company

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

① Tick each that apply.

14

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

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

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

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

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

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

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

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

① Tick each that apply.

15

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

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

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

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

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

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

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

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

① Tick each that apply.

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is:

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

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record.

J3

Legal form and governing law

Legal form

Governing law

J4

Nature of control ^①

Please show how the ORP has significant control over the company

① 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 ^①

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

① 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 ①

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

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

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

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

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

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

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

① Tick each that apply.

IN01

Application to register a company

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

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

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

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

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

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

IMPORTANT:

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

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

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

K3 Election to keep directors' usual residential address (URA) register information on 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 record ^③

☐ All subscribers elect to keep PSC register information on the public register
☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election.

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

④ Eligible person

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

IN01

Application to register a company

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

Please tick the box to confirm consent.

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

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

Please tick the box to confirm.

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

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

Part 9 Statement of compliance

This section must be completed by all companies.

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

- **No** Go to **Section N1** (Statement of compliance delivered by the subscribers).
- **Yes** Go to **Section N2** (Statement of compliance delivered by an agent).


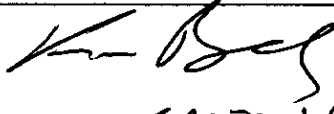
N1 Statement of compliance delivered by the subscribers ^②

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

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

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

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

Subscriber's signature	Signature X  (JAMES NICHOLAS)	X
Subscriber's signature	Signature X  KIRSTEN RUTH BAYS.	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

IN01

Application to register a company

N2

Statement of compliance delivered by an agent

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

Agent's name

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Agent's signature

Signature

X

X

IN01

Application to register a company



Presenter information

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

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

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 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

Community Interest Company Limited by Guarantee

Memorandum of Association

of

SECURE ACTIVE C.I.C.

The Companies Act 2006
Community Interest Company Limited by Guarantee
Memorandum of Association
of
SECURE ACTIVE C.I.C.

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

KIRSTEN BAYES



JAMES NICHOLAS



Dated [8 Mar 2017]

Articles of Association of Secure Active CIC

being a cooperative company limited by guarantee

General

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- 2 Purpose and application of income and property
- 3 Profit of the cooperative
- 4 Asset Lock
- 5 Liability of members

Directors

- 6 Directors' general authority
- 7 Members' reserve power
- 8 Directors may delegate
- 9 Committees
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- Annexe A Statement on the Cooperative Identity

1. Defined terms

In the articles, unless the context requires otherwise

"The act" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

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

"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;

"the board of directors" or **"board"** means all those persons appointed or delegated to perform the duties of directors of the cooperative;

"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;

"consensus" means a decision made to which all parties explicitly agree to being implemented.

"the cooperative" means the above named company;

"The Cooperative Principles" means the principles as defined from time to time by the International Cooperative Alliance and contained in their Statement of Cooperative Identity. These are reproduced in Annexe A;

"The Cooperative Values" means the values as defined from time to time by the International Cooperative Alliance and contained in their Statement of Cooperative Identity. These are reproduced in Annexe A;

"director" means a director of the cooperative;

"facilitator" has the meaning given in article 14 and article 30 respectively;

"member" has the meaning given in section 112 of the Companies Act 2006;

"ordinary resolution" has the meaning given in section 281 of the Companies Act 2006.

“participate”, in relation to a directors’ meeting, has the meaning given in article 12;

“proxy notice” has the meaning given in article 35;

“special resolution” *choose either A or B (and delete the other):*

Option A – Consensus

“special resolution” is a resolution passed at a meeting or as a written resolution and the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution, and requires the decision to be made by consensus.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the cooperative.

2. Purpose of the cooperative and application of income and property of the cooperative

2.1 The Company is to be a community interest company and shall be known as “the co-operative” in these articles.

2.2 The objects for which the cooperative is established are:

- (a) To carry out activities which benefit the community at large and in particular to promote those non-profit organisations and individuals striving for positive social change through the provision of information security services and products.
- (b) To abide by and implement the cooperative values and the cooperative principles; support and encourage the growth of the cooperative movement; promote the cooperative principles, enterprises and activities. To encourage equality and democratic control over the workplace.
- (c) To advance the education of its members in cooperative principles and practice, and to promote the physical, emotional and mental well-being of employees of the cooperative and its subsidiaries by providing employment which is satisfying, safe and useful.
- (d) To have regard to promoting the physical emotional and mental well-being of the community generally, including those persons who, as customers or suppliers of the cooperative, as residents residing in the area where the cooperative is trading, or as employees in other enterprises engaged in similar trading, may be affected by the cooperative’s activities.
- (e) To carry on any trade or business whatever which can in the opinion of the directors of the cooperative be advantageously carried on in connection with or ancillary to any of the objects and activities of the cooperative.
- (f) To do all such other activities, enterprises, projects or ventures which can, in the opinion of the directors of the cooperative, be deemed incidental or conducive (either directly or indirectly) to the attainment of the objects of the cooperative or any of them.

2.3 The income and property of the cooperative however derived shall be applied solely towards the promotion of the objects of the cooperative as set out herein and no portion shall be paid or transferred directly or indirectly to the members of the cooperative except by way of payment in good faith to any member of the cooperative in return for services actually rendered to the cooperative, of reasonable wages, bonuses and repayments of expenses, interest on money lent or reasonable rent on premises demised or let to the cooperative. Interest paid by the cooperative on money borrowed from members shall not exceed such rate as is necessary to attract and retain the capital required to further the cooperative’s objects.

3. The Profit of the Co-operative

3.1 The Company is not established or conducted for private gain: any surplus or assets are

used principally for the benefit of the community.

3.2 The profit of the cooperative shall be applied as follows, in such proportion and in such manner as the General Meeting shall decide from time to time:

- (a) To a general reserve for the continuation and development of the cooperative;
- (b) To make payments to benefit the community in furtherance of the co-operatives objects
- (c) To a bonus to all employees in proportion to the hours worked with the cooperative according to a formula to be applied equally to all members, consistent with the need of the co-operative to invest in its workforce;

3.3 This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

4. Asset Lock

4.1 The Company shall not transfer any of its assets other than for full consideration.

Provided the conditions in Article 4.2 are satisfied, Article 4.1 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.

4.2 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.

4.3 If:

- (a) the Company is wound up under the Insolvency Act 1986; and all its liabilities have been satisfied
- (b) any residual assets shall be given or transferred to the asset-locked body specified in Article 4.4 below.

4.4 For the purposes of this Article 4, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 4.2 and 4.3:

Name: GreenNet Educational Trust, Development House, 56-64 Leonard Street, London EC2A 4JX, Tel (UK): 0845 055 4011 (Charity number 1037080)

5. Liability of members

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

- (a) payment of the cooperative's debts and liabilities contracted before she or he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

6. Directors' general authority

Subject to the articles, the directors are responsible for the management of the cooperative's business, for which purpose they may exercise all the powers of the cooperative.

7. Members' reserve power

7.1 The members may, by consensus decision at a general meeting direct the directors to take, or refrain from taking, specified action.

7.2 No such consensus decision invalidates anything which the directors have done before the passing of the resolution.

7.3 This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

8. Directors may delegate

8.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

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

as they think fit.

8.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

8.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

9.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

9.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

10. Directors' decisions

10.1 Questions arising at a Directors' meeting shall be decided by a majority of votes. In all proceedings of Directors each Director must not have more than one vote.

10.2 In the case of an equality of votes the status quo shall be maintained and the Board of Directors may choose, by simple majority, to ask the question in a different way, or may choose to refer the matter to a general meeting of the Co-operative.

10.3 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

10.4 A decision of the directors is taken unanimously when all eligible directors indicate to each other by any means that they share a common view on a matter.

10.5 This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

11. Calling a directors' meeting

11.1 Any director may call a directors' meeting by giving notice of the meeting to the directors.

11.2 Notice of any directors' meeting must indicate:

- (a)** its proposed date and time;
- (b)** where it is to take place; and
- (c)** if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

11.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

11.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the cooperative not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

12. Participation in directors' meetings

12.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- (a)** the meeting has been called and takes place in accordance with the articles, and
 - (b)** they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (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.
- (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.

13. Quorum for directors' meetings

13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be decided on, except a proposal to call another meeting.

13.2 The quorum for directors' meetings may be fixed from time to time by a decision of the cooperative in general meeting, but it must never be less than 50% of the directors or two, whichever is greater.

13.3 If the total number of directors for the time being is less than the two, the directors must not take any decision other than a decision to call a general meeting so as to enable the members to appoint further directors.

14. Facilitation of directors' meetings

14.1 The directors may appoint a member to facilitate their meetings.

14.2 The person so appointed for the time being is known as the facilitator.

14.3 The directors may terminate the facilitator's appointment at any time.

14.4 If the facilitator is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors may appoint one of themselves to facilitate it.

15. Conflicts of interest

15.1 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 unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

15.2 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.

15.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 15.5 and a Director has a Conflict of Interest in respect of that matter then, subject to Articles 15.5, 15.6 and 15.7 he or she must:

- (a) remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

- (b) not be counted in the quorum for that part of the meeting; and withdraw during the vote and have no vote on the matter.

15.4 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.

15.5 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

- (a) in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 15.3;

- (b) 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;

- (c) 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; and

15.6 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 15.5 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.

15.7 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 15.5 (subject to any limits or conditions to which such approval was subject).

15.8 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.

16. Directors' discretion to make further rules

Subject to the articles, the cooperative in general meeting or the board of directors may make any rule which they think fit about the running of the cooperative.

17. Methods of appointing directors

17.1 Only Members of the cooperative who are permitted by law to do so may be appointed to be a director. Directors shall be appointed by decision of a general meeting of members of the cooperative.

17.2 Subject to any decision of the cooperative in general meeting, all members of the cooperative shall also be directors. Upon becoming a member of the cooperative a person shall be appointed to the board of directors and if a person ceases to hold office as a director they will also cease to be a member of the cooperative.

18. Termination of director's appointment

18.1 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 composition is made with that person's creditors generally in satisfaction of that person's debts;
- (c) a registered medical practitioner who is treating that person gives a written opinion to the cooperative stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (d) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (e) notification is received by the cooperative from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (f) that person ceases to be a member of the cooperative;
- (g) that person is removed from office by an ordinary resolution of the cooperative in general meeting in accordance with these articles and the Companies Acts.

19. Directors' remuneration

19.1 Directors may undertake any services for the cooperative that the board decides.

19.2 Directors are entitled to such remuneration as the directors determine

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

19.3 Subject to the articles, a director's remuneration may

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

20. Directors' expenses

20.1 The cooperative may pay any reasonable expenses which the directors properly incur in connection with their attendance at

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the cooperative, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the cooperative.

21. Accounts

21.1 The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view

21.2 The Directors must keep accounting records as required by the Act.

21.3 Accounts shall always be open to the inspection of all members and other persons authorised by the cooperative in a general meeting.

22. Membership

22.1 The subscribers to the memorandum of association are the first Members of the Co-operative.

22.2 Such other Persons as are admitted to membership in accordance with these Articles shall be Members of the Co-operative.

22.3 No Person shall be admitted as a Member of the Co-operative unless he or she is approved by the Directors as meeting the criteria for membership set out in these Articles.

22.4 All Employees on taking up employment with the Co-operative may, subject to Clause 22.3, be admitted to membership of the Co-operative, except that the Co-operative in a general meeting may by a majority vote decide to exclude from membership:

- (a) newly appointed employees during such reasonable probationary period as agreed by the cooperative in general meeting; however, the period of probation may be extended at the discretion of the cooperative in general meeting.
- (b) and employees working less than a prescribed number of hours per month provided that any prescribed number of hours worked are applied equally to all employees.

22.5 Every person who wishes to become a Member must support the aims of the Co-operative and shall deliver to the Co-operative an application for Membership in such form (and containing such information) as the Directors require and executed by him or her. The Directors shall approve each application for membership.

This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

22.6 Members agree to take an active interest in the running of the cooperative, including but not limited to attendance at general meetings.

This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

22.7 Membership is not transferable to anyone else.

22.8 A person ceases to be a member as soon as:

- (a) the member ceases to be in employment of the cooperative; or
- (b) notification is received by the cooperative from the member that the member is resigning; or
- (c) the member ceases to be a director
- (d) subject to any disciplinary procedure adopted by the cooperative that person's membership is terminated by a resolution of the cooperative in general meeting provided that the concerned member shall be given not less than twenty-eight days notice of the date, time and place of the meeting and the alleged conduct notifying the member of his/her or its rights to attend the meeting and to make representations to it; or
- (e) that person dies or ceases to exist
- (f) otherwise according to the articles..

22.9 This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

23. General Meetings

23.1 In the case that not all members are directors of the cooperative, there shall be held at least four general meetings annually.

23.2 Members in general meeting may require directors to prepare and present to the members such regular financial reports, results and cash flow predictions showing the current financial position of the cooperative.

23.3 Members in general meeting may require directors to prepare and present to the members such accounts of the cooperatives activities as to measure the social, cooperative, environmental and ethical impact of the cooperative's activities.

23.4 All members in general meeting shall have the opportunity to review the management of the business and the general meeting shall ensure that the cooperative is functioning in accordance with the cooperative values and principles.

23.5 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.

23.6 No powers to appoint directors of the company may be given to persons who are not members of the co-operative which immediately after their exercise could result in the majority of the directors of the co-operative having been appointed by persons who are not members of the company.

23.7 No powers to remove directors of the co-operative may be given to persons who are not members of the co-operative which immediately after their exercise could result in either—

(a) the majority of the remaining directors of the co-operative having been appointed by persons who are not members of the co-operative; or

(b) the number of directors removed during the current financial year of the company by persons who are not members of the co-operative exceeding the number of the remaining directors of the co-operative.

23.8 However, sub-paragraphs (2) and (3) shall not prevent a director from appointing, or subsequently removing, an alternate director, if permitted to do so by the articles.

24. Calling a general meeting

24.1 The board of directors may call a general meeting

24.2 The members may require the directors to call a general meeting of the cooperative. The directors are required to call a general meeting once the cooperative has received requests to do so from at least 10% of members.

24.3 A request for a general meeting from at least 10% of members may specify

(a) its date and time; and

(b) where it is to take place.

25. Attendance and speaking at general meetings

25.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

25.2 A person is able to exercise the right to participate in decision making at a general meeting when

(a) that person is able to participate in decision making during the meeting on resolutions raised at the meeting, and

(b) that person's participation in the decision making process can be taken into account in determining whether or not such resolutions are passed at the same time as the decision is being made by all the other persons attending the meeting.

25.3 The cooperative in general meeting may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or participate in the decision making at it.

25.4 In determining attendance at a general meeting, it is immaterial whether any two or more members

attending it are in the same place as each other.

25.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and participate in decision making at that meeting, they are (or would be) able to exercise them.

26. Quorum for general meetings

26.1 No business is to be transacted at a general meeting if the persons attending it, or represented by proxy, do not constitute a quorum.

26.2 The quorum for general meetings may be fixed from time to time by a decision of the cooperative in general meeting, but it must never be less than 50% of the members or three members, whichever is greater. If at the time of a general meeting the cooperative has less than three members then the quorum shall be all members.

27. Facilitating general meetings

27.1 The meeting must appoint a member to facilitate the meeting, and the appointment of the facilitator of the meeting must be the first business of the meeting.

27.2 The person facilitating a meeting in accordance with this article is referred to as "the facilitator of the meeting".

28. Attendance and speaking by directors and non-members

28.1 The cooperative in general meeting may permit other persons who are not members of the cooperative to attend and speak at a general meeting.

29. Adjournment

29.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the facilitator of the meeting must adjourn it.

29.2 The facilitator of the meeting may adjourn a general meeting at which a quorum is present if

- (a) the meeting consents to an adjournment, or
- (b) it appears to the facilitator of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

29.3 The facilitator of the meeting must adjourn a general meeting if directed to do so by the meeting.

29.4 When adjourning a general meeting, the facilitator of the meeting must

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the members, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

29.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the cooperative must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)

- (a) to the same persons to whom notice of the cooperative's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

29.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

30. Decisions at general meetings

30.1 Any decision of the members, including ordinary and special resolutions, must be taken by consensus.

30.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible member or to which each eligible member has otherwise indicated agreement in writing.

30.3 Exact procedures for reaching consensus shall be decided from time to time by the directors or by a decision of the cooperative in general meeting.

30.4 In the case of a poll being taken a resolution decided by poll requires a unanimous vote.

30.5 This article is entrenched in accordance with section 22 of the Act and any alteration to the article

requires the approval of 100% of the members.

31. Poll votes

31.1 A poll on a resolution may be demanded at a general meeting, either before or immediately after a decision has been confirmed by the facilitator.

31.2 As required by the Acts, a poll may be demanded by

- (a) five or more members; or
- (b) ten percent of the membership.

31.3 A demand for a poll may be withdrawn if the poll has not yet been taken.

31.4 Polls must be taken at such a time in that same meeting and in such manner as the facilitator of the meeting directs.

31.5 In the case of a poll being taken each member shall have one vote.

31.6 No member who is absent from the meeting is able to exercise a proxy vote.

32. Means of communication to be used

32.1 Subject to the articles, anything sent or supplied by or to the cooperative 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 cooperative.

32.2 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.

32.3 A director may agree with the cooperative that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Annexe A (being a part of the Articles of Association of Secure Active CIC)

Statement on the Cooperative Identity

Definition

A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly-owned and democratically-controlled enterprise.

Values

Cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

Principles

The cooperative principles are guidelines by which co-operatives put their values into practice.

1st Principle: Voluntary and Open Membership

Cooperatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

2nd Principle: Democratic Member Control

Cooperatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary cooperatives members have equal voting rights (one member, one vote) and cooperatives at other levels are also organised in a democratic manner.

3rd Principle: Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their cooperative. At least part of that capital is usually the common property of the cooperative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their cooperative, possibly by setting up reserves,

part of which at least would be indivisible; benefiting members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership.

4th Principle: Autonomy and Independence

Cooperatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their cooperative *autonomy*.

5th Principle: Education, Training and Information

Cooperatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their cooperatives. They inform the general public – particularly young people and opinion leaders – about the nature and benefits of cooperation.

6th Principle: Co-operation among Cooperatives

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.

7th Principle: Concern for Community

Cooperatives work for the sustainable development of their communities through policies approved by their members.

03446669/35

Please ensure this form is placed at the top of your application when posted to Companies House.

CIC 36

Declarations on Formation of a Community Interest Company¹

Please complete in typescript, or in bold black capitals.

Company Name in full

SECURE ACTIVE C.I.C.

Community Interest

SECTION A: COMMUNITY INTEREST STATEMENT - beneficiaries

1. We, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community².

The company's activities will provide benefit to:

TO CARRY OUT ACTIVITIES WHICH BENEFIT THE COMMUNITY AT LARGE AND IN PARTICULAR TO PROMOTE THOSE NON-PROFIT ORGANISATIONS AND INDIVIDUALS STRIVING FOR POSITIVE SOCIAL CHANGE THROUGH THE PROVISION OF INFORMATION SECURITY SERVICES AND PRODUCTS.

COMPANY NAME

SECURE ACTIVE C.I.C.

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 (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by...)
TO PROVIDE INFORMATION SECURITY CONSULTANCY PRIMARILY TO THE NON-PROFIT COMMUNITY.	WE BELIEVE THE NON-PROFIT SECTOR IS CURRENTLY POORLY SERVED BY COMMERCIAL PROVIDERS. FOR LARGE COMMERCIAL VENDORS, SMALL AND MEDIUM SIZED ORGANISATIONS IN THE NON-PROFIT SECTOR ARE HARD TO SERVE AND FINANCIALLY UNATTRACTIVE. HOWEVER, THE NEED FOR EFFECTIVE INFORMATION SECURITY IN THESE ORGANISATIONS, MANY OF WHICH SERVE VULNERABLE POPULATIONS, IS VERY GREAT. BY FOCUSING ON THIS COMMUNITY, AND BEING FOR-MISSION RATHER THAN FOR-PROFIT, WE BELIEVE WE WILL BE ABLE TO PROVIDE UNBIASED ADVICE AND COST EFFECTIVE INFORMATION SECURITY SOLUTIONS ACCESSIBLE TO ORGANISATIONS THAT CURRENTLY LACK THEM. THIS WILL HELP THEM DIGITISE THEIR SERVICES, PROTECT VITAL DATA AND MEET THE GOVERNMENT CHALLENGES THEY CURRENTLY FACE.
TO PROVIDE INFORMATION SECURITY TRAINING. BOTH IN PERSON AND VIRTUAL.	REDUCE COST FOR THE COMMUNITY AS WE ARE NOT DRIVEN PRIMARILY BY PROFIT. THE COMMUNITY WILL ALSO BENEFIT FROM SECURE ACTIVE'S FIRSTHAND EXPERIENCE IN THE NON-PROFIT COMMUNITY.

If the company makes any surplus it will be used for:
...PRINCIPALLY FOR THE BENEFIT FOR THE NON-PROFIT COMMUNITY.

THE PROFIT OF THE COOPERATIVE SHALL BE APPLIED AS FOLLOWS, IN SUCH PROPORTION AND IN SUCH MANNER AS THE GENERAL MEETING SHALL DECIDE FROM TIME TO TIME:

(A) TO A GENERAL RESERVE FOR THE CONTINUATION AND DEVELOPMENT OF THE COOPERATIVE;

(B) TO MAKE PAYMENTS TO BENEFIT THE COMMUNITY IN FURTHERANCE OF THE COOPERATIVE OBJECTIVES.

(C) TO A BONUS TO ALL EMPLOYEES IN PROPORTION TO THE HOURS WORKED WITH THE COOPERATIVE ACCORDING TO A FORMULAR TO BE APPLIED EQUALLY TO ALL MEMBERS, CONSISTENT WITH THE NEED OF THE COOPERATIVE TO INVEST IN IT'S WORKFORCE

(Please continue on separate sheet if necessary.)

COMPANY NAME

SECURE ACTIVE C.I.C.

SECTION C:

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

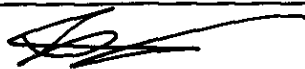
- (a) a political party;
- (b) a political campaigning organisation; or
- (c) a subsidiary of a political party or of a political campaigning organisation.³

SECTION D:

Each person who will be a first director of the company must sign the declarations.

Signed

JAMES NICHOLAS



Date

1/3/17

Signed

KIRSTEN BAYES



Date

8/3/17

CHECKLIST

Have the first directors signed the CIC36?

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

Tel	
DX Number	DX Exchange

When you have completed and signed this form, please ensure it is placed at the top of your application and send it to the Registrar of Companies at:

For companies registered in England and Wales: New Companies Section, 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