



FILE COPY

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

Company No. 7589791

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

CHUMS SOCIAL ENTERPRISE 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/Wales



N07589791X

Given at Companies House on **4th April 2011.**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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.
If this, please use form LL IN

MONDAY



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28/03/2011

78

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	CHUMS Social Enterprise C.I.C.										
For official use	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>										

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 '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

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

A5

Situation of registered office ①

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

① 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 ②

Please give the registered office address of your company

Building name/number Sundan Park health centre
 Street Tenth Avenue
 Post town Leam
 County/Region Bedw
 Postcode LU3 3EP

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

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

A7

Articles of association ③

Please choose one option only and tick one box only

- Option 1 I wish to adopt one of the following model articles in its entirety Please tick only one box
☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company
- Option 2 I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box
☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company
- Option 3 ☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

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

☐

④ 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 ①**

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

Title *

Full forename(s)

Surname

Former name(s) ②

① 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.

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.

B2**Secretary's service address ③**

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

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

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

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

B3**Signature ④**

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

Signature

Signature

X

X

④ Signature

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

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①

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

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

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

C2 Location of the registry of the corporate body or firm

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

→ Yes Complete Section C3 only

→ No Complete Section C4 only

C3 EEA companies ②

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

Where the company/firm is registered ③

Registration number

② EEA
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

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

C5 Signature ⑤

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

Signature

Signature

X

X

⑤ Signature
The person named above consents to act as corporate secretary of the proposed company

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-E5.

Title *	Ms
Full forename(s)	Dawn
Surname	Hewitt
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	d0 d3 m0 m1 y1 y9 y6 y0
Business occupation (if any) ④	Service Manager Chums Bereavement and Trauma
	Service

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.

Additional appointments

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

D2

Director's service address ⑤

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

Building name/number	Sundan Park health centre
Street	Tenth Avenue
	Luton
Post town	
County/Region	Beds
Postcode	L03 3EG
Country	England.

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.

D3

Signature ⑥

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

Signature	Signature	X	X
			

⑥ Signature

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

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-E5.

Title *	Mrs
Full forename(s)	ROSLYN ANN
Surname	PENN.
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	06 03 1954
Business occupation (if any) ④	(SEMI-RETIRED). Finance DIRECTOR

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.

Additional appointments

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

D2

Director's service address ⑤

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

Building name/number	WILLOW LANE THE
Street	33 MARPLE GROVE COMPANY'S
Post town	MANCHESTER REGISTERED
County/Region	BERKSHIRE OFFICE
Postcode	M14 6LJ
Country	UK

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.

D3

Signature ⑥

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

Signature	Signature X Roslyn Penn X
-----------	------------------------------

⑥ Signature

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

IN01 - continuation page

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the directors of the company.
For a corporate director, complete Sections E1-E5.

Title *	
Full forename(s)	Uttom
Surname	Shaw CHOWDHURY
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	20 10 1967
Business occupation (if any) ④	DIRECTOR of CAMS

- 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.

D2

Director's service address ⑤

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

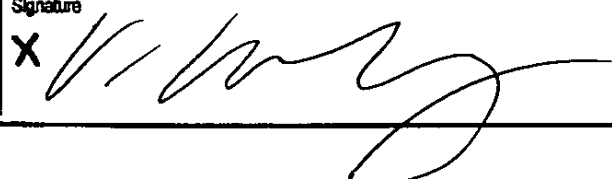
Building name/number	CAMS BEECH ROAD RESEARCH CENTRE
Street	BEECH ROAD THE COMPANY'S
Posttown	LEICESTER REGISTERED
County/Region	LEICESTERSHIRE OFFICE
Postcode	LE16 3SD
Country	

- 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.

D3

Signature ⑥

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

Signature	Signature X  X
-----------	--

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

IN01 - continuation page

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the directors of the company.
For a corporate director, complete Sections E1-E5.

Title *	MS
Full forename(s)	Emma
Surname	Chilvers
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	05 07 1967
Business occupation (if any) ④	Business coach / MANAGEMENT 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 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.

D2

Director's service address ⑤

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


Building name/number	Sunder Park health centre
Street	Tenby Avenue
Post town	Luton
County/Region	Beds
Postcode	LU2 3E5
Country	

- 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.

D3

Signature ⑥

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

Signature	Signature X  X
-----------	--

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

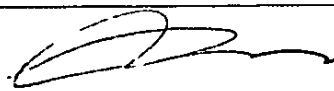
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Application to register a company

Director

D1	Director appointments ①	<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>
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.		
Title *	De	
Full forename(s)	Julian	
Surname	Marsden	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Date of birth	01/01/1957	
Business occupation (if any) ④	GP	

D2	Director's service address ⑤	<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>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	WOODLAND AVENUE PRACTICE	
Street	30 WOODLAND AVENUE	
Post town	Luton	
County/Region	Bedfordshire	
Postcode	LK3 1RW	
Country		

D3	Signature ⑥	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
I consent to act as director of the proposed company named in Section A1.		
Signature	Signature X  X	

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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.companieshouse.gov.uk

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

E5**Signature ⑤**I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

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

Application to register a company

Does your company have share capital?

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

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

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				

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

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

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

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

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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

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

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	

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

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

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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	Dawn
Surname 1	Hewitt
Address 2	83 Farley Hill
	Luton, Beds
Postcode	L U 1 5 E G
Amount guaranteed 3	£1 00

Subscriber's details

Forename(s) 1	ANNA
Surname 1	CHIVERS
Address 2	46 BRAMPTON RD
	ST ALBANS
Postcode	A L 1 4 P T
Amount guaranteed 3	£1.00

Subscriber's details

Forename(s) 1	JULIAN MARSDEN
Surname 1	MARSDEN
Address 2	37 TUDOR AVE
	LUTON
Postcode	L U 1 3 R W
Amount guaranteed 3	£1.00

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Application to register a company

Subscriber's details

Forename(s) ① ~~Rosmary Ann~~

Surname ① ~~Paton~~

Address ② ~~WOODLAND LODGE 33 MAPLE CLOSE~~
~~DULLOXHILL BEAS~~

Postcode ~~MK4 5 5 EF~~

Amount guaranteed ③ ~~£ 1.00~~

Subscriber's details

Forename(s) ① ~~UT Foma~~

Surname ① ~~CHANDLER~~

Address ② ~~5 SKYFARM CLOSE~~
~~FOREMAN BARRET, LONDON~~

Postcode ~~W11 1 2 E 2~~

Amount guaranteed ③ ~~£ 0.00~~

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

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

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

IN01

Application to register a company

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)


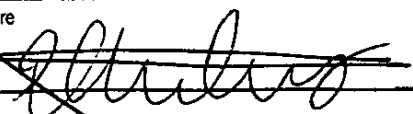
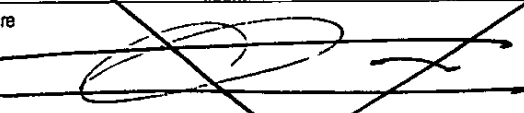
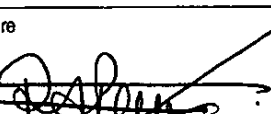
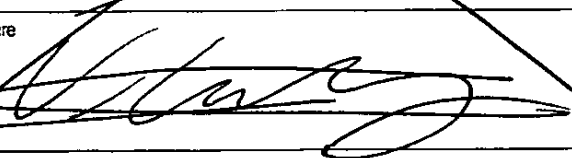
H1

Statement of compliance delivered by the subscribers ①

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

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

IN01

Application to register a company

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

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

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	Jennifer Mellani (on behalf of Hempsons)
Building name/number	40
Street	Villiers Street
Post town	London
County/Region	
Postcode	W 8 2 N 6 N 3
Country	UK

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

Agent's signature	Signature X	X
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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 Jennifer Mellani

Company name
Hempsons

Address 40 Villiers Street

Post town

Country/Region London

Postcode W C 2 N 6 N J

Country UK

DX 138411 Charing Cross 1

Telephone 020 7839 0278

**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 of £20 is payable to Companies House to register a company

Make cheques or postal orders payable to 'Companies House'

**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 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

The Companies Act 2006

Community Interest Company Limited by Guarantee

Memorandum of Association

of

CHUMS Social Enterprise C.I.C.

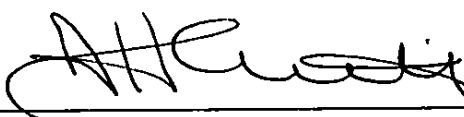
HEMPSONS
Hempsons House
40 Villiers Street
London WC2N 6NJ
Tel 020 7839 0278
Fax 020 7839 8212
E-mail london@hempsons.co.uk

REF 1028 31580/4

HEMPSONS

The Companies Act 2006
Community Interest Company Limited by Guarantee
Memorandum of Association
of
CHUMS Social Enterprise 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
Dawn Hewitt	

Dated 23 3 2011

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association

of

CHUMS Social Enterprise C.I.C.

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

HEMPSONS
Hempsons House
40 Villiers Street
London WC2N 6NJ
Tel 020 7839 0278
Fax 020 7839 8212
E-mail london@hempsons.co.uk

REF 1028 31580/4

HEMPSONS

The Companies Act 2006

Community Interest Company Limited by Guarantee

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The Companies Act 2006
Articles of Association
of
CHUMS Social Enterprise C.I.C.

INTERPRETATION

1 DEFINED TERMS

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

COMMUNITY AND INTEREST COMPANY AND ASSET LOCK

2 COMMUNITY INTEREST COMPANY

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

3 2 1 the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body, and

3 2 2 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 5 1 Name Friends of the Child Bereavement Service

3 5 2 Charity Registration Number 1114896

4 NOT FOR PROFIT

The Company is not established or conducted for private gain any profits or assets are used principally for the benefit of the community

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5 OBJECTS

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to

5 1 provide support for children and young people who have been bereaved or who have been traumatised as a result of bereavement,

5 2 provide mental health and emotional wellbeing support for children and young people,

5 3 provide training for individuals or organisations involved in the provision of support referred to in Articles 5 1 or 5 2,

5 4 undertake, or assist others to undertake, research relating to the provision of support referred to in Articles 5 1 and 5 2

6 POWERS

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds

7 LIABILITY OF MEMBERS

7 1 The liability of each member is limited to £1, 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 is a member or within one year after he or she ceases to be a member, for

7 1 1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member,

7 1 2 payment of the costs, charges and expenses of winding up, and

7 1 3 adjustment of the rights of the contributories among themselves

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8 DIRECTORS' GENERAL AUTHORITY

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

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 DIRECTORS MAY DELEGATE

10 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles

10 1 1 to such person or committee or group,

10 1 2 by such means (including by power of attorney),

~~10 1 3 to such an extent,~~

10 1 4 in relation to such matters or territories, and

10 1 5 on such terms and conditions,

as they think fit

- 10 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
- 10 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

11 COMMITTEES

- 11 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
- 11 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

12 ADVISORY COUNCIL

The Directors shall establish an Advisory Council comprising such stakeholders and users of the Company's services, and for such advisory purposes, as the Directors shall decide. The members of the Advisory Council shall advise the Directors but shall have no authority to take decisions binding on the Company or the Directors. A member of the Advisory Council is not a member of the Company for the purposes of the Companies Act (unless he is a member of the Company pursuant to Article 30)

DECISION-MAKING BY DIRECTORS

13 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 19

14 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 3 Notice of Directors' meetings must be given to each Director

14 4 Every notice calling a Directors' meeting must specify

14 4 1 the place, day and time of the meeting, and

14 4 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 5 Notice of Directors' meetings need not be in Writing

14 6 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 three, and unless otherwise fixed it is three

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 A MEETING

18 1 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

19 DECISIONS WITHOUT A MEETING

19 1 The Directors may take a unanimous decision without a Directors' meeting 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

19 2 A decision which is made in accordance with Article 19 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

19 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,

19 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 19 2,

19 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

19 2 4 the Recipient must prepare a minute of the decision in accordance with Article 51

20 CONFLICTS OF INTEREST

- 20 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
- 20 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
- 20 3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must
- 20 3 1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,
- 20 3 2 not be counted in the quorum for that part of the meeting, and
- 20 3 3 withdraw during the vote and have no vote on the matter
- 20 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

21 DIRECTORS' POWER TO AUTHORISE A CONFLICT OF INTEREST

- 21 1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided
- 21 1 1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 20 3,
- 21 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,
- 21 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, and
- 21 2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 21 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

- 21 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 21 1 (subject to any limits or conditions to which such approval was subject)

22 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

23 REGULATIONS

The Directors may make, amend or revoke regulations for the governance of the Company to the extent the regulations are not inconsistent with the Articles Such regulations shall be binding on the members of the Company and the Directors shall decide how the regulations should be notified to the members

APPOINTMENT AND RETIREMENT OF DIRECTORS

24 COMPOSITION OF THE DIRECTORS

- 24 1 The Directors shall comprise

24 1 1 the Executive Directors,

24 1 2 one Staff Director,

24 1 3 one Volunteer Director,

24 1 4 the Chair (who is a Non-Executive Director),

24 1 5 up to three other Non-Executive Directors (or such other number as determined by the Directors)

25 METHODS OF APPOINTING DIRECTORS

- 25 1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors
- 25 2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director in accordance with this Article 25
- 25 3 The Executive Directors shall be appointed by a decision of the Directors
- 25 4 The Staff Director shall be elected from the Qualifying Employees by the members in accordance with election regulations made by the Directors
- 25 5 The Volunteer Director shall be elected from the Volunteers by the Advisory Council in accordance with election regulations made by the Directors (except that the first Volunteer Director after incorporation shall be appointed by the Directors)
- 25 6 The Non-Executive Directors shall be appointed by a decision of the Directors
- 25 7 No Director shall be appointed or removed otherwise than as provided in the Articles or the Companies Acts
- 25 8 In any case where, as a result of death, the Company has no members and no Directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a member
- 25 9 For the purposes of Article 25 8, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

26 TERM OF THE DIRECTORS

- 26 1 An Executive Director shall hold office until it is terminated under Article 27
- 26 2 (Subject to Article 26 4) the Chair and each other Non-Executive Director shall hold office for three years from the date of his or her appointment at the end of which he or she shall retire but shall then be eligible for re-appointment for one further term of three years
- 26 3 (Subject to Article 26 5) the Staff Director and the Volunteer Director shall hold office for two years from the date of his or her election at the end of which he or she shall retire but shall then be eligible for re-election for one further term of two years
-
- 26 4 The Non-Executive Directors in office immediately after incorporation of the Company, and the first Chair appointed after incorporation, shall hold office for one

year from incorporation (or in the case of the first Chair for one year from the date of appointment) and then would be eligible for re-appointment for up to two terms of three years pursuant to Article 26 2

- 26 5 The first Staff Director and Volunteer Director elected or appointed after incorporation shall hold office for a term of one year from the date of election or appointment and then shall be eligible for re-election for up to two terms of two years pursuant to Article 26 3

27 TERMINATION OF DIRECTOR'S APPOINTMENT

- 27 1 A person ceases to be a Director as soon as

27 1 1 that person ceases to be a Director by virtue of any provision of the Companies Acts, or is prohibited from being a Director by law,

27 1 2 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,

27 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,

27 1 4 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,

27 1 5 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 two Directors will remain in office when such resignation has taken effect),

27 1 6 the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason,

27 1 7 (if an Executive Director or Staff Director) he or she ceases to be an employee of the Company or is suspended from the normal duties of his or her employment post with the Company,

~~27 1 8 a resolution is passed that the Director (other than an Executive Director) be~~
removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views, or

27 1 9 (if a Volunteer Director) he or she has not undertaken any work for the Company as a volunteer in the preceding twelve months

28 DIRECTORS' REMUNERATION

28 1 Directors may undertake any services for the Company that the Directors decide

28 2 Subject to Article 28 6 Directors are entitled to such remuneration as the Directors determine

28 2 1 for their services to the Company as Directors, and

28 2 2 for any other service which they undertake for the Company

28 3 Subject to the Articles, a Director's remuneration may

28 3 1 take any form, and

28 3 2 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

28 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day

28 5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

28 6 A Non-Executive Director and the Volunteer Director is not entitled to any remuneration from the Company

29 DIRECTORS' EXPENSES

29 1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

29 1 1 meetings of Directors or committees of Directors,

29 1 2 general meetings, or

29 1 3 separate meetings of any class of members or of the holders of any debentures of the Company,

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

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

30 BECOMING A MEMBER

- 30 1 The subscribers to the Memorandum are the first members of the Company
- 30 2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company
- 30 3 A person shall only be eligible to be a member of the Company if he or she is a Qualifying Employee The Company shall offer membership to all Qualifying Employees
- 30 4 No person shall be admitted a member of the Company unless he or she is approved by the Directors
- 30 5 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

31 TERMINATION OF MEMBERSHIP

- 31 1 Membership is not transferable to anyone else
- 31 2 Membership is terminated if
 - 31 2 1 the member ceases to be an employee of the Company,
 - 31 2 2 the member dies or ceases to exist,
 - 31 2 3 otherwise in accordance with the Articles

ORGANISATION OF GENERAL MEETINGS

32 GENERAL MEETINGS

- 32 1 The Directors may call a general meeting at any time
- 32 2 The Directors must call a general meeting if required to do so by the members under the Companies Acts

33 LENGTH OF NOTICE

- 33 1 All general meetings must be called by either

33 1 1 at least 14 Clear Days' notice, or

33 1 2 shorter notice if it is so agreed by[a majority of the members having a right to attend and vote at that meeting Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members

34 CONTENTS OF NOTICE

34 1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted

34 2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution

34 3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting

35 SERVICE OF NOTICE

Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company

36 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

36 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

36 2 A person is able to exercise the right to vote at a general meeting when

36 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

36 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

36 3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

36 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

36 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 vote at that meeting, they are (or would be) able to exercise them

37 QUORUM FOR GENERAL MEETINGS

37 1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present

37 2 Two persons entitled to vote on the business to be transacted (each being a member, a proxy for a member or a duly Authorised Representative of a member), or 10% of the total membership (represented in person or by proxy), whichever is greater, shall be a quorum

37 3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum

38 CHAIRING GENERAL MEETINGS

38 1 The Chair (if any) or in his or her absence some other Director nominated by the Directors will preside as chair of every general meeting

38 2 If neither the Chair nor such other Director nominated in accordance with Article 38 1 (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting

38 3 If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting

39 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 39 1 A Director may, even if not a member, attend and speak at any general meeting
- 39 2 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting

40 ADJOURNMENT

- 40 1 The chair of the meeting may adjourn a general meeting at which a quorum is present if
- 40 1 1 the meeting consents to an adjournment, or
- 40 1 2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 40 2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting
- 40 3 When adjourning a general meeting, the chair of the meeting must
- 40 3 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
- 40 3 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 40 4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it
- 40 4 1 to the same persons to whom notice of the Company's general meetings is required to be given, and
- 40 4 2 containing the same information which such notice is required to contain
- 40 5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

41 VOTING: GENERAL

- 41 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles

41 2 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

41 3 Article 41 2 shall not prevent a person who is a proxy for a member or a duly Authorised Representative from voting at a general meeting of the Company

42 VOTES

42 1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a member, proxy or Authorised Representative of a member) and entitled to vote shall have a maximum of one vote

42 2 On a vote on a resolution on a poll at a meeting every member present in person or by proxy or Authorised Representative shall have one vote

42 3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have

42 4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid

42 5 The following provisions apply to any organisation that is a member ("a Member Organisation")

42 5 1 a Member Organisation may nominate any individual to act as its representative ("an Authorised Representative") at any meeting of the Company,

42 5 2 the Member Organisation must give notice in Writing to the Company of the name of its Authorised Representative The Authorised Representative will not be entitled to represent the Member Organisation at any meeting of the Company unless such notice has been received by the Company The Authorised Representative may continue to represent the Member Organisation until notice in Writing is received by the Company to the contrary,

42 5 3 a Member Organisation may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in Writing to the contrary is received by the Company,

- 42 5 4 any notice in Writing received by the Company shall be conclusive evidence of the Authorised Representative's authority to represent the Member Organisation or that his or her authority has been revoked The Company shall not be required to consider whether the Authorised Representative has been properly appointed by the Member Organisation,
- 42 5 5 an individual appointed by a Member Organisation to act as its Authorised Representative is entitled to exercise (on behalf of the Member Organisation) the same powers as the Member Organisation could exercise if it were an individual member,
- 42 5 6 on a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Member Organisation would be entitled to if it was an individual member present in person at the meeting, and
- 42 5 7 the power to appoint an Authorised Representative under this Article 42 5 is without prejudice to any rights which the Member Organisation has under the Companies Acts and the Articles to appoint a proxy or a corporate representative

43 POLL VOTES

- 43 1 A poll on a resolution may be demanded
- 43 1 1 in advance of the general meeting where it is to be put to the vote, or
- 43 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 43 2 A poll may be demanded by
- 43 2 1 the chair of the meeting,
- 43 2 2 the Directors,
- 43 2 3 two or more persons having the right to vote on the resolution,
- 43 2 4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote at the meeting, holds two or more votes, or
- 43 2 5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

- 43 3 A demand for a poll may be withdrawn if
 - 43 3 1 the poll has not yet been taken, and
 - 43 3 2 the chair of the meeting consents to the withdrawal
- 43 4 Polls must be taken immediately and in such manner as the chair of the meeting directs

44 ERRORS AND DISPUTES

- 44 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 44 2 Any such objection must be referred to the chair of the meeting whose decision is final

45 CONTENT OF PROXY NOTICES

- 45 1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which
 - 45 1 1 states the name and address of the member appointing the proxy,
 - 45 1 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - 45 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - 45 1 4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 45 2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes
- 45 3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 45 4 Unless a Proxy Notice indicates otherwise, it must be treated as
 - 45 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 45 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

46 DELIVERY OF PROXY NOTICES

- 46 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person
- 46 2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given
- 46 3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

47 AMENDMENTS TO RESOLUTIONS

- 47 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
 - 47 1 1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - 47 1 2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution
- 47 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
 - 47 2 1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 47 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 47 3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

WRITTEN RESOLUTIONS

48 WRITTEN RESOLUTIONS

48 1 Subject to Article 48 3, a written resolution of the Company passed in accordance with this Article 48 shall have effect as if passed by the Company in general meeting

48 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

48 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

48 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

48 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

48 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

48 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

48 5 1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature

48 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]

- 48 6 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 48 7 A proposed written resolution lapses if it is not passed within 60 days beginning with the circulation date

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

49 MEANS OF COMMUNICATION TO BE USED

- 49 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
- 49 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
- 49 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

50 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

51 MINUTES

- 51 1 The Directors must cause minutes to be made in books kept for the purpose

51 1 1 of all appointments of officers made by the Directors,

51 1 2 of all resolutions of the Company and of the Directors, and

51 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

51 2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision

52 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

52 1 annual reports,

52 2 annual returns, and

52 3 annual statements of account

53 INDEMNITY

53 1 Subject to Article 53 2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against

53 1 1 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,

53 1 2 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

~~53.1.3 any other liability incurred by that Director as an officer of the Company or an associated company~~

53 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

53 3 In this Article

53 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

53 3 2 a "relevant Director" means any Director or former Director of the Company or an associated company

54 INSURANCE

54 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

54 2 In this Article

54 2 1 a "relevant Director" means any Director or former Director of the Company or an associated company,

54 2 2 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

54 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

55 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 "Advisory Council"	the Advisory Council established pursuant to Article 12,
1 3 "Articles"	the Company's articles of association,
1 4 "Authorised Representative"	means any individual nominated by a Member Organisation to act as its representative at any meeting of the Company in accordance with Article 42,
1 5 "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 6 "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 7 "Chair"	has the meaning given in Article 24 1 4,
1 8 "chairman of the meeting"	has the meaning given in Article 38,
1 9 "Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts,
1 10 "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 11	"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 12	"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 13	"Company"	CHUMS Social Enterprise C I C ,
1 14	"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,
1 15	"Director"	a director of the Company, and includes any person occupying the position of director, by whatever name called,
1 16	"Document"	includes, unless otherwise indicated, any Document sent or supplied in Electronic Form,
1 17	"Electronic Form and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006,
1 18	"Executive Directors"	the persons performing the functions of Chief Executive Officer and Finance Director of the Company, who shall be employees of the Company,
1 19	"Hard Copy Form"	has the meaning given to it in the Companies Act 2006,
1 20	"Memorandum"	the Company's memorandum of association,
1 21	"Non-Executive Directors"	the Chair and any other Director appointed pursuant to Article 25 6 who is not an employee of the Company,
1 22	"paid"	means paid or credited as paid,
1 23	"participate"	in relation to a Directors' meeting, has the meaning given in Article 15,
1 24	"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,
1 25	"Proxy Notice"	has the meaning given in Article 45,
1 26	"Qualifying Employee"	(i) any person whose employment transferred from Luton Primary Care Trust to the Company under the Transfer of Undertakings (Protection of Employment) Regulations 2006, and (ii) any employee of the Company who has completed successfully his or her probationary period with the Company AND who at the relevant time is an employee of the Company,
1 27	"the Regulator"	means the Regulator of Community Interest Companies,
1 28	"Secretary"	the secretary of the Company (if any),
1 29	"specified"	means specified in the memorandum and articles of association of the Company for the purposes of this paragraph,
1 30	"Staff Director"	the Director appointed pursuant to Article 25 4 who is a Qualifying Employee,
1 31	"subsidiary"	has the meaning given in section 1159 of the Companies Act 2006,
1 32	"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
1 33	"Volunteer"	a person who at the relevant time is on the Company's list of volunteers,
1 34	"Volunteer Director"	a Director appointed pursuant to Article 25 5, who is not an employee of the Company,
1 35	"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 Act 2006 as in force on the date when the Articles become binding on the Company

CIC 36

Declarations on Formation of a Community Interest Company

*Please
complete in
typescript,
or in bold
black
capitals.*

Company Name in full

CHUMS Social Enterprise C.I.C.

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 community¹ [Insert a short description of the community, or section of the community, which it is intended that the company will benefit in the space provided below]²

The company's activities will provide benefit to

Carry out activities which benefit the community and in particular (without limitation) to plan and provide or procure the provision of health services

COMPANY NAME

CHUMS Social Enterprise 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? <i>(The community will benefit by)</i>
CHUMS Social Enterprise C I C will provide services with the following objectives	<ul style="list-style-type: none"> • To provide support for children and young people who have been bereaved or who have been traumatised as a result of bereavement • To provide mental health and emotional wellbeing support for children and young people and provide training for individuals or organisations involved in the provision of such support and undertake, or assist others to undertake, research relating to the provision of support. • To provide high quality accessible health care at the point of need to help people return to optimal health and stay healthy • To develop a continually improving range of services to meet their needs effectively and efficiently by working in partnership with our staff, service users and commissioners • To ensure that service users' needs are at the centre of everything the Company does • To deliver evidence-based quality care and treatment and reduce inequality • To developing a responsive, needs-based service, focussed on the delivery of individualised service user's care that retains dignity and respect for all • To provide the staff employees by the Company with the means to maintain the highest standards of professional development • To act with pride and integrity, being open and honest in the work of the Company
<p>If the company makes any surplus it will be used for...</p> <p>The future activities of the Company within its objects</p>	

(Please continue on separate continuation sheet if necessary.)

COMPANY NAME

CHUMS Social Enterprise C.I.C.

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 organisation³

SECTION D: SIGNATORIES

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

Signed

Date

23-03-11

Signed

Date

23-03-11

Signed

Date

23/3/11

Signed

Date

23/3/11

Signed

Date

24/3/11

(Please continue on separate continuation sheet if necessary)

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

Jennifer Mellani
Hempsons
40 Villiers Street
London
WC2N 6NJ

Tel 020 7839 0278

DX Number 138411 DX Exchange Charing Cross 1

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, Edinburgh, EH3 9FF DX 235 Edinburgh or LP – 4 Edinburgh 2

For companies registered in Northern Ireland: Companies House, 2nd Floor, The Linenhall,
32-38 Linenhall Street, Belfast, BT2 8BG DX 481 N R Belfast 1

NOTES

¹ 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

² E.g. "the residents of Oldtown" or "those suffering from XYZ disease"

³ 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