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RE-SCAN

## Certificate of Incorporation of a Community Interest Company

Company No. 6800135

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

ASSOCIATION OF COMMUNITY AMATEUR SPORTS CLUBS  
& COMMUNITY INTEREST FUNDRAISERS (ACASC/ACIF)  
CIC

is this day incorporated under the Companies Act 1985 as a private company; that the company is limited; and that it is a community interest company

Given at Companies House, Cardiff, the 23rd January 2009



SCA 23/01/2009 35  
COMPANIES HOUSE

This Certificate/Document supercedes the  
Certificate/Document on file which  
Incorrectly quoted the name of the company  
As. ASSOCIATION OF COMMUNITY

AMATEUR SPORTS CLUBS &

COMMUNITY INTEREST

FUNDRAISERS (ACASC/ACIF)

COMMUNITY INTEREST  
COMPANY

Companies House  
for the record



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**RE-SCAN**

**FILE COPY**

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

Company No. 6800135

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

**ASSOCIATION OF COMMUNITY AMATEUR SPORTS CLUBS  
& COMMUNITY INTEREST FUNDRAISERS (ACASC/ACIF)  
COMMUNITY INTEREST COMPANY**

is this day incorporated under the Companies Act 1985 as a private company; that the company is limited; and that it is a community interest company.

This Certificate/Document contains a  
Mistake in the name of the company and  
Is superceded by the certificate/Document  
On file.

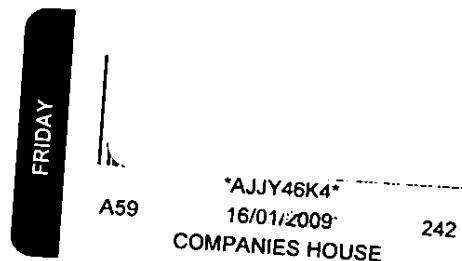
Given at Companies House on **23rd January 2009**.

Company Number \_\_\_\_\_

THE COMPANIES ACT 1985 1989 AND 2006  
A PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

Association of Community Amateur Sports Clubs & Community Interest Fundraisers  
(ACASC/ACIF) CIC



Incorporated the \_\_\_\_\_ day of \_\_\_\_\_

*Memorandum and Articles of*  
**Association of Community Amateur Sports Clubs & Community Interest Fundraisers**  
**(ACASC/ACIF) CIC**

**THE COMPANIES ACT 1985 AND 1989**

**A PRIVATE COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF**

**Association of Community Amateur Sports Clubs & Community Interest Fundraisers  
(ACASC/ACIF) CIC**

- 1 The Company is to be a Community Interest Company.
- 2 The name of the Company is: Association of Community Amateur Sports Clubs & Community Interest Fundraisers (ACASC/ACIF) CIC and herein after called "the Company".
3. The registered office of the Company will be situated in Wales.
4. The Company's object is to carry on activities which benefit the community and in particular (without limitation) to:-

Promote, safeguard and represent the well being of Community, Social & Charity interest groups. This will normally (but not exclusively) include grass roots sport, Community Amateur Sports Clubs (CASC & Charity) Registered Sports Charities and other types of voluntary Community Fundraisers.

- 5 The Company has the power to do anything which is incidental or conducive to the furtherance of its objects.
- 6 The liability of the members is limited.
7. Every member of the Company promises to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a member, in the event of the same being wound up while they are a member or within one year after they cease to be a member.

***Memorandum and Articles of***  
**Association of Community Amateur Sports Clubs & Community Interest Fundraisers  
(ACASC/ACIF) CIC**

We the persons whose names, addresses and signatures are subscribed wish to form a company pursuant to this Memorandum of Association:

Name MALCOLM JARRETT Signature M. Jarrett

Address 94 MARLBOROUGH LOAM, GREENMEADOW,  
CWMBRAN, TORFAEN, NP44 5EP

Name MICHAEL MARTIN Signature M. Martin

Address 247, EASTCLIFF, PORT MARINE,  
PORTISHEAD, BRISTOL

Name David Peter Wilkinson Signature D. P. Wilkinson

Address 24 WELLINGTON DRIVE  
MAES-Y-RHIW, CWMBRAN, TORFAEN, WALES, NP44 5HH

Name \_\_\_\_\_ Signature \_\_\_\_\_

Address \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_

Address \_\_\_\_\_

Dated this 16th day of January 2009

Witness to the above signatures G. Bowen

Name and address of witness G. Bowen Wales Co-operative  
Centre, Llandaff Court, Fairwater Rd, Cardiff, CF5 2XP.

THE COMPANIES ACT 1985 and 1989

A PRIVATE COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

Association of Community Amateur Sports Clubs & Community Interest Fundraisers  
(ACASC/ACIF) CIC

**Preliminary**

1. The Company shall be bound by the regulations contained in Table A and Table C of the Companies (Tables A-F) Regulations 1985 except where modified by these Articles. These regulations will be referred to in these Articles as Table A. In the case of any variation or inconsistency between these Articles and Table A, these Articles shall prevail.

**Interpretation**

2. In these Articles:-
  - "The Act" means the Companies Act 1985 1989 and 2006
  - "2004 Act" means the Companies (Audit, Investigations and Community Enterprise) Act 2004
  - "Asset Locked Body" a community interest company, Charity or Scottish Charity or a body established outside Great Britain (for the purposes of article 5, the United Kingdom) that is equivalent to any of those persons
  - "Community" is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations;
  - "Charity" (except in the phrase, "Scottish Charity") the meaning given by Section 96 of the Charities Act 1993
  - "Scottish Charity" has the meaning given by Section 1(7) of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990
  - "Regulations" the Community Interest Company Regulations 2005
  - "Regulator" the Regulator of Community Interest Companies
  - "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, or, in Scotland, a right, title or interest in or over any property.
  - "Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect.
  - "Employee" means a person who is employed by the Company (whether full or part time) including a director of the Company.
  - "Executed" includes any mode of execution.
  - "The Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

3. Unless the context otherwise requires, words or expressions defined in the Act, the 2004 Act or the Regulations have the same meaning in these Articles
4. Unless the context requires otherwise, all reference to legislative provisions are to legislation concerned as amended, repealed, enacted or replaced and in force from time to time

**Asset Lock**

5. The Company shall not transfer any of its assets other than for full consideration unless, subject to the condition in paragraph 6 being satisfied:
  - 5.1. the transfer of assets is to any Asset Locked Body specified in the Memorandum or the Articles or with the consent of the Community Regulator to any other Asset Locked Body; and
  - 5.2. the transfer of assets is made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body.
6. The condition is 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 or the Articles.
7. If the Company is wound up under the Insolvency Act 1986; and all its liabilities have been satisfied, then any residual assets shall not be distributed among the members of the Company but shall be given or transferred to the Asset Locked Body specified in the Memorandum and/or Articles.
8. The following Asset Locked Body is specified as a potential recipient of the Company's assets under paragraphs (5) and (7).

Name: \_\_\_\_\_

Registered Charity Number [if applicable]: \_\_\_\_\_

Registered Company Number [if applicable]: \_\_\_\_\_

Registered Office / Principal office address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## **Membership**

9. The first members of the Company shall be the Subscribers to the Memorandum of Association.
10. Such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company.
11. No person shall be admitted a member of the Company unless he/she is approved by the directors.
12. The Board of Directors may admit to voting Membership either:-
  - a) ONE voting member to be the representative from each Community Amateur Sports Club (CASC) registered with HMRC – or:-
  - b) ONE voting member to be the representative from each Community Interest Group (Charity) registered with HMRC.

They may be any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability.

13. The Board of Directors may admit as Friend or Associate Supporter of the Company from one of two categories.
  - a) A Voting Club Member of a Community Amateur Sports Club (CASC) or Community Interest Group (Charity).
  - b) Any society, company, club, group, local authority, parish or unincorporated association, or a person all of which are in agreement with the objects of the Company.

They may be any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or

Provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 19.

14. 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.
15. Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting of the Company whose decision on the matter shall be final. When refusing any application for membership, the Board of Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article.

16. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription. The Board of Directors will from time to time set the membership subscription rate for each class of membership. No applicant shall be entered in the Register of Members unless and until such subscription has been received by the Company, unless the Board decides to waive the subscription in any particular case.
17. A member which is a corporate body or association shall by resolution of its governing body appoint a deputy and an alternate, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person.
18. The Board of directors may also admit to Membership by invitation:-
  - a. Any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or
  - b. Any representative from groups mentioned in section 13.

### **Categories of Membership**

19. Every member upon admission shall be allocated to one of the following categories of membership at the absolute discretion of the Board of Directors;
  - a) Member representing a Community Amateur Sports Club (CASC) registered with HMRC.
  - b) Member representing a Community Interest group (charity).
  - c) Member by invitation of the board as representing any group mentioned in section 13.

### **Register of Members**

20. The Company shall keep a Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the register of members. Members shall inform the Secretary of change of address.

### **Cessation of Membership**

21. A member shall cease to be a member immediately that he/she or it:
  - a) ceases to fulfil any of the qualifications for membership as specified by Article 12 and Article 19; or
  - b) resigns in writing to the Company and the resignation is accepted by the Board of Directors; or
  - c) is expelled by a Special Resolution carried at an Extraordinary General Meeting called to consider the matter; or
  - d) dies, if an individual person; or
  - e) is wound up or goes into liquidation, if a corporate body or association; or
  - f) Membership is terminated otherwise in accordance with the Articles.

22. Membership is not transferable to anyone else, and all such rights and privileges associated with membership shall cease upon the member ceasing to be a member.

### **General Meetings**

23. The Company shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the Company shall be held within eighteen months of incorporation.

24. The business of an Annual General Meeting shall include;

- a) receipt of the reports of the Chairperson and Board of Directors of the Company;
- b) consideration of audited accounts (if any) presented by the Board of Directors;
- c) election of the Board of Directors;
- d) decision on the application of any profits;
- e) appointment and the fixing of the remuneration of the Auditors (if any).

All other business transacted at an Annual General Meeting shall be deemed Special.

25. Ordinary General Meetings of the Company shall be held at annual intervals. But the Company in General Meeting may decide to hold a General Meeting more or less frequently.
26. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Company, or any two members or ten percent of the membership, whichever is greater, may convene an Extraordinary General Meeting as provided by section 368 of the Act.

### **Notices**

27. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by giving at least twenty-one clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained.
28. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors (if any) and shall be given personally, by sending it by post to them or their registered office or any address given by them for this purpose within the United Kingdom or by giving it using electronic communication to an address for the time being notified to the Company by the member.
29. The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of an Extraordinary General Meeting the exact nature of the business to be raised at the meeting shall be specified.
30. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted. Where notice is sent by e mail, service of the notice shall be deemed to be effected by properly addressing and sending the notice and to have been effected at the expiry of 12 hours after the notice has been sent

31. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

#### **Proceedings at General Meetings**

32. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
33. 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.
34. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. 10 members or if greater, 10% of the membership, entitled to vote for the time being shall be the quorum.
35. If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise 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 the members present shall be a quorum.
36. The Chairperson or in their absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairperson.
37. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
38. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by:-
- a) the Chairperson, or
  - b) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
39. Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

40. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.
41. Votes may be given personally or by proxy appointed by the member and each member or proxy shall have one vote.
42. In the case of an equality of votes the Chair shall have a second or casting vote.

#### **Board of Directors**

43. The business of the Company shall be managed by a Board of Directors which shall be accountable to the members.
44. The initial Directors of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve for 4 years. At the first Annual General Meeting following this period one quarter of the Directors shall retire and may offer themselves for re-election.
45. All other Directors will be elected annually at the Annual General Meeting. Retiring members shall be eligible for re-election without further nomination. If there is a choice between retiring directors of equal service it shall be made by drawing lots.
46. Invitations for nominations for the position of Director will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposor and seconder all of which shall be members of the Company.
47. Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than 3 and not more than 10.
48. The Directors may at any time co-opt any person to the Board of Directors whether or not they are a member of the Company, provided that the maximum number prescribed in Articles 47 is not exceeded and that no more than three such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter.

#### **Proceedings of the Board of Directors**

49. The Board of Directors may meet together for business, adjourn and otherwise regulate their meetings as they think fit.
50. Questions arising at a meeting of directors shall be decided by a majority of votes; in case of an equality of votes, the chairman shall have a second or casting vote.

51. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote. Except as provided by clause 50 and this clause 51 in all proceedings of directors each director must not have more than one vote.
52. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.
53. The quorum necessary for the transaction of business of the Board of Directors shall be 3 directors.
54. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 47, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
55. The Chairperson or in their absence some other director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.
56. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.
57. A resolution in writing signed by all Directors for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Directors and may consist of several documents in like form signed by one or more Directors.

#### **Powers of the Board of Directors**

58. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.
59. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
60. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
61. The Board of Directors may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.

62. The Directors of the Company, will appoint two named Directors or a Director and the Secretary to sign on behalf of the Company any legal documents including leases where signatures are required in the execution of the Company's powers.

#### **Appointment and Removal of Directors**

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

64. No powers to remove directors of the Company may be given to persons who are not members of the Company which immediately after their exercise could result in either

- a. the majority of the remaining directors of the Company having been appointed by persons who are not members of the Company; or
- b. the number of directors removed during the current financial year of the Company by persons who are not members of the Company exceeding the number of the remaining directors of the Company.

65. However, clauses (63) and (64) shall not prevent a director from appointing, or subsequently removing, an alternate director, if permitted to do so by the articles.

66. The office of a director shall be immediately vacated if he/she

- a. ceases to be a Director by virtue of any provision of the Act or become prohibited by law from being a Director; or
- b. becomes bankrupt or make any arrangement or composition with their creditors generally; or
- c. is, or may be, suffering from mental disorder and either;
- d. is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or
- e. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
- f. resigns their office by notice to the Company; or
- g. shall for more than four consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his/her office be vacated; or
- h. is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act.

### **Remuneration of Directors**

- 67 Subject to the Act, the Articles, the Company satisfying the community interest test, and any resolution passed under this clause, the Board of Directors shall decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company. The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled.
- 68 Directors may be paid all reasonable expenses incurred by them in attending and returning from meetings of Directors or General Meetings of the Company or in connection with the business of the Company.

### **Secretary and Other Executive Officers**

- 69 Subject to the provisions of the Act, the secretary and other executive officers shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary or executive officer so appointed may be removed by them.

### **Accounts**

- 70 The Board of Directors shall cause proper books of account to be kept with respect to:
- All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
  - All sales and purchases of goods and/or services by the Company, and
  - The assets and liabilities of the Company.
71. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
72. The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit, and shall always be open to the inspection of all members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting.
73. The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

### **Application of Surplus**

74. The surplus funds of the Company shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors and approved at the Annual General Meeting:
- a. to create a general reserve for the continuation and development of the Company;
  - b. to make a payment for approved charitable or community benefit purposes.

### **Rules or Bye Laws**

75. The Board of Directors may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of the Company.

### **Indemnity**

76. Every member, Director, Company Secretary, auditor (if any) and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of section 310 of the Act, except to the extent that such losses or liabilities shall be attributable to:
- a. fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or
  - b. negligence; or
  - c. actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

### **Dissolution**

77. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

### **Amendment to Articles**

78. The provisions of these Articles of Association may only be amended by a Special Resolution. All amendments shall be registered with the Registrar of Companies and the Community Interest Company Regulator.

### **Social Audit**

79. A Social audit of the Company may, by resolution of the Company in General Meeting, be undertaken annually of the Company's activities, in addition to any financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Company's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Company's overall

performance in relation to its objects.

Such a social audit may be drawn up by an independent assessor appointed by the Company in General Meeting, or by the Board of Directors who may submit their report for verification or comments to an independent assessor.

A social audit may include an assessment of the internal collective working of the employees of the Company, including employees' views, internal democracy and decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Company's activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in areas where the Company is located.

We the persons whose names, addresses and signatures are subscribed wish to form a company pursuant to these Articles of Association:

Name MALCOLM JARRETT Signature M. Jarrett

Address 94 MARLBOROUGH LODGE, GREENHORN, CUMBRAE, TORFAEN, NP44 5EP

Name MICHAEL MARTIN Signature MR.M

Address 247, EASTCLIFF, PORT MARINE, PORTISHEAD, BRISTOL BS20 7AQ

Name DAVID PETER WILKINSON Signature D.P.W.

Address 94 WELLINGTON DRIVE, MAES-Y-RHIN, CUMBRAE, TORFAEN, WALES, NP44 5HJ

Name \_\_\_\_\_ Signature \_\_\_\_\_

Address \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_

Address \_\_\_\_\_

Dated this 16th day of January 2009

Witness to the above signatures G.Bowen

Name and address of witness Glenn Bowen Wales Co-operative Centre Llandaff Court Fairwater Rd Cardiff CF5 2X5

# CIC 36

## Declarations on Formation of a Community Interest Company

For official use  
(Please leave blank)

Please complete in typescript, or in bold black capitals.

Company Name in full

Association of Community Amateur Sports Clubs & Community Interest Fundraisers (ACASC / ACIF) CIC

### SECTION A: DECLARATIONS ON FORMATION OF A COMMUNITY INTEREST COMPANY

1. We/I, the undersigned, declare that the company whose proposed name appears above 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.  
(as defined in regulation 2 of the Community Interest Company Regulations 2005 ("the Regulations"). (See note 1))
  
2. We/I further declare that the company will carry on its activities for the benefit of the community, or a section of the community, (as defined in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 ("the Act") and the Regulations. Please 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 (See note 2):

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

*Community Amateur Sports Clubs (CASC)  
or  
Community Interest Groups (Charities)*

FRIDAY

A59

\*AJY36K3\*  
16/01/2009  
COMPANIES HOUSE

243

**COMPANY NAME**

Association of Community Amateur Sports Clubs  
Community Interest Fundraisers  
(ACASC / ACIF) CIC

**SECTION B: COMPANY ACTIVITIES**

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 Regulator to make a properly informed decision about whether your company is eligible to be a community interest company (See note 3). We would find it useful if you brought out how you think your company will be different from a commercial company providing similar services or products for individual, personal gain.

<b>Activities</b> (Tell us here what the company is being set up to do)	<b>How will the activity benefit the community?</b> (The community will benefit by...)
Provide:- Support Services	We provide specialist information and support services for Community Amateur Sports Clubs (CASC) and Community Interest Fundraisers (Charities) at administrative level to enable them to identify and maximise the available opportunities and benefits of self-help through fundraising.
Provide:- Education & Training	We intend to provide education and training help to all those who are involved in Community Interest Fundraising.
Provide:- On-line Donations Service.	We provide a specialist on-line (electronic) Donations & Gift Aid Tax Reclaim Service which is HMRC approved. It offers promotional and fundraising opportunities for clubs and their members and supporters.
See attached letter	

If the company makes any surplus it will be used for...

Promoting Sport & Community Interest Fundraising Groups at Grass Root level.

(Please continue on separate continuation sheet if necessary.)

**COMPANY NAME**

Association of Community Amateur Sports Clubs  
& Community Interest Fundraisers  
(ACASC / ACIF) CIC

**SECTION C: SIGNATORIES**

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

Signed	M. James	Date 16/11/09
Signed	M. Lynch	Date 16/11/09
Signed	<del>D. O'Neill</del>	Date 16/11/09
Signed		Date
Signed		Date

(Please continue on separate continuation sheet if necessary.)

**CHECKLIST**

These declarations must be accompanied by the following documents under section 10 of the Companies Act 1985 or Article 21 of the Companies (Northern Ireland) Order 1986 – have you included them with your application?

- (a) Memorandum and 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
- (b) Form 10 or Form 21 - First directors and secretary and intended situation of registered office
- (c) Form 12 or Form 23 - Declaration on application for registration
- (d) Any completed continuation sheets

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 the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF14 3UZ**      **DX 33050 Cardiff**  
for companies registered in England and Wales  
or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB** **DX235 Edinburgh**  
for companies registered in Scotland      **or LP - 4 Edinburgh 2**  
or

**Companies Registry, Department of Enterprise, Trade and Investment, Waterfront Plaza, 8 Laganbank Road Belfast BT1 3BS**  
for companies registered in Northern Ireland

## **NOTES**

1. 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.
2. Insert a short description of the community or section of the community which it is intended that the company will benefit (e.g. "the residents of Oldtown" or "those suffering from XYZ disease").
3. This form will be placed on the public record at Companies House or Companies Registry Northern Ireland. **Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to Registrar of Companies with the other formation documents.**

24 Wellington Drive, Maes-y-Rhiw, Cwmbrân, Torfaen, South Wales NP44 6HH  
Email: david@clubcharity.co.uk Tel: 01633 480194

Companies House  
Crown Way  
Maindy, Cardiff  
CF14 3UZ

16<sup>th</sup> January 2008

**Association of Community Amateur Sports Clubs  
& Community Interest Fundraisers (ACASC/ACIF) CIC**

Dear Companies House

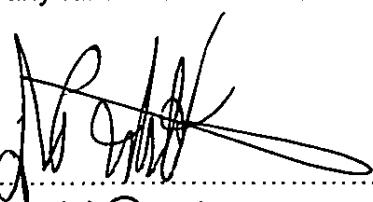
We are pleased to submit this Community Interest Statement in conjunction with this application to become an Association.

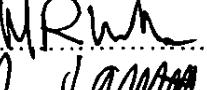
This has come about with the support and recommendation of many clubs and Associations (including the Welsh Sports Associations and National Golf Clubs Advisory Association) and other individual sports entities.

- The core objectives of this Company/Association/CIC is to promote and support the well being of fundraisers in Grass Root Community Sport and similar Community groups, through specialist advisory services.
- Our methods will be to assist the club management team rather than individual members. This will be achieved through a programme of training meetings, lectures, newsletters, advisory visits and seminars. There are now over 5,100 Community Amateur Sports Clubs (CASC) registered with HMRC to receive 'special status' concessions similar to Registered Charities plus other types of small Community Interest Groups that are actual Charities, therefore the Association will seek:-
  - ONE voting member to be the representative from each Community Amateur Sports Club (CASC) registered with HMRC – or:-
  - ONE voting member to be the representative from each Community Interest Group (Charity) registered with HMRC.

Should you require any further information do not hesitate to contact us.

Yours sincerely

David Wilkinson.....

Michael Martin.....

Malcolm Jarrett.....

## Company Secretary (see notes 1-5)

Company name		
NAME	*Style / Title	*Honours etc
* Voluntary details	Forename(s)	
	Surname	
	Previous forename(s)	
	Previous surname(s)	
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	
	Post town	
	County / Region	Postcode
	Country	
I consent to act as secretary of the company named on page 1		
Consent signature	Date	

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc		
Forename(s)	DAVID PETER			
Surname	WILKINSON			
Previous forename(s)	/			
Previous surname(s)	/			
Address ††	24 WELLINGTON DRIVE MAES-Y-RHIW			
Post town	CWMBRAN			
County / Region	TORFAEN	Postcode NP44 5HH		
Country	WALES			
Date of birth	Day	Month	Year	Nationality
	04	04	1940	BRITISH
Business occupation	Retired Mechanical Engineer ..			
Other directorships	Touch Screen TV Limited 05178949			
	No longer Trading.			
	I consent to act as director of the company named on page 1			
Consent signature	Date		16 <sup>th</sup> Jan 09.	



**Companies House**

— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP000

# 12

## Declaration on application for registration

**Company Name in full**

Association of Community Amateur Sports Clubs & Community Interest Fundraisers (ACASC/ACIF) CIC

I, David Peter Wilkinson

of 24 Wellington Drive, Cwmbrân, Torfaen, NP44 5HA

*[d] [d]* do solemnly and sincerely declare that I am a <sup>t</sup> [Solicitor engaged in the formation of the company] [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

**Declarant's signature**

Declared at

THE OLD PROBATE REGISTRY, 119 CASTLE ROAD  
CLIFFORD STREET, CARDIFF CF5 2BX

Day Month Year

On

16 01 2009

● Please print name.

before me ●

ROLAND CASSAM

Signed

Roland Cassam

Date

16/1/2009

<sup>t</sup> A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor  
SOLICITOR

You do not have to give any contact information in the box opposite but if you do, it will help Companies House 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.

Companies House receipt date barcode

**This form has been provided free of charge  
by Companies House.**

10/03

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

**Companies House, Crown Way, Cardiff, CF14 3UZ**

**DX 33050 Cardiff**

for companies registered in England and Wales

**or**

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

**DX 235 Edinburgh**

for companies registered in Scotland

**or LP - 4 Edinburgh 2**

Tel <u>029 2055 4955</u>	
DX number	DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF14 3UZ** **DX 33050 Cardiff**  
 for companies registered in England and Wales **or**  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB** **DX 235 Edinburgh**  
 for companies registered in Scotland **or LP - 4 Edinburgh 2**



Companies House

for the record

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

### First directors and secretary and intended situation of registered office

## Company Name in full

Association of Community Amateur Sports Clubs  
Community Interest Fundraisers (ACASCIACIF) CIC.

## Proposed Registered Office

(PO Box numbers only, are not acceptable)

94 MARLBOROUGH ROAD

GREENMATION

## Post town

CUMBRIA

## County / Region

TOLFAON

## Postcode

N8 4 SEP

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

## Agent's Name

WALES CO-OPERATIVE CENTRE

## Address

LLANDAFF COURT

FAIRWATER ROAD

## Post town

LLANDAFF

## County / Region

CARDIFF

## Postcode

CF5 2XP

## Number of continuation sheets attached

1

You do not have to give any contact information in the box opposite but if you do, it will help Companies House 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	029 20 554955
DX number	DX exchange

Companies House receipt date barcode

**This form has been provided free of charge  
by Companies House.**

10/03

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

**Companies House, Crown Way, Cardiff, CF14 3UZ**  
for companies registered in England and Wales

**DX 33050 Cardiff****or**

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

**DX 235 Edinburgh**  
**or LP - 4 Edinburgh 2**

## Company Secretary (see notes 1-5)

Company name	Association of Community Amateur Sports Clubs & Community Interest Fundraisers (ACASCA CIF) CIC	
NAME	*Style / Title	MR
* Voluntary details	*Honours etc	
Forename(s)	MALCOLM	
Surname	JARRETT	
Previous forename(s)	—	
Previous surname(s)	—	
Address **	94 MARLBOROUGH ROAD, GLENMEADOW	
Post town	GWMBRAN	
County / Region	TORFAEN	Postcode NP44 5EP
Country	WALES	
I consent to act as secretary of the company named on page 1		
Consent signature	M. Jarrett	Date 16/11/09

## Directors (see notes 1-5)

Please list directors in alphabetical order

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title	MR	*Honours etc
Forename(s)	MALCOLM		
Surname	JARRETT		
Previous forename(s)	—		
Previous surname(s)	—		
Address **	94 MARLBOROUGH ROAD GLENMEADOW		
Post town	GWMBRAN		
County / Region	TORFAEN	Postcode NP44 5EP	
Country	WALES		
Day	Month	Year	
16	04	1945	Nationality
RETIRED			
Other directorships	✓		
I consent to act as director of the company named on page 1			
Consent signature	M. Jarrett	Date	16/11/09

## **Directors** (see notes 1-5)

*\*Please list directors in alphabetical order*

* Voluntary details	NAME *Style / Title	MR	*Honours etc	
	Forename(s)	MICHAEL		
	Surname	MARTIN		
	Previous forename(s)	—		
	Previous surname(s)	✓		
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	247, EASTCLIFF PORT MARINE		
	Post town	PORTISHEAD		
	County / Region	NORTH SOMERSET	Postcode BS20 7AQ	
	Country	UK ENGLAND		
Date of birth	Day	Month	Year	
	97	05	1955	Nationality BRITISH
Business occupation	COMPUTER RELATED SERVICES			
Other directorships	AV. DIGITAL LTD (3609793)			
I consent to act as director of the company named on page 1				
Consent signature	MR M. Martin		Date 16/11/09	

**This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

    - for a married woman, the name by which she was known before marriage need not be given,
    - names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.
  2. Directors known by another description:
    - A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.
  3. Directors details:
    - Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**
  4. Other directorships:
    - Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:
      - dormant,
      - a parent company which wholly owned the company making the return,
      - a wholly owned subsidiary of the company making the return, or
      - another wholly owned subsidiary of the same parent company.
  5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.
- Address:
- Give the usual residential address.
- In the case of a corporation or Scottish firm give the registered or principal office.
- Subscribers:
- The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).
- If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.