

# **FILE COPY**

# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 10742431

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

# **BASINGSTOKE MAKERSPACE**

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

Given at Companies House on 26th April 2017



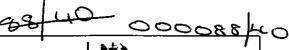
\*N107424319\*





In accordance with Section 9 of the Companies Act 2006. IN01-

# Application to register a company





ompanies House

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 You cannot use this for a limited liability partn this, please use form L use this form if any inc with significant contro with significant control or has applied for prot having their details dis public register. Contact companieshouse.gov.uk to get a

separate form.



A06

13/04/2017 COMPANIES HOUSE

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#146

**COMPANIES HOUSE** 

**Company details** Part 1

Company name

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

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company name in full 0

Basingstoke Makerspace

For official use

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

All fields are mandatory unless specified or indicated by \*

O Duplicate names

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

www.gov.uk/companieshouse

**A2** Company name restrictions 9

> 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.
- Company name restrictions A list of sensitive or restricted words or expressions that require consent can be found in our quidance at: www.gov.uk/companieshouse

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

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

INO1 Application to register a company	
Company type <sup>©</sup>	
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	<b>♦ Company type</b> If you are unsure of your company's type, please go to our website:  www.gov.uk/companieshouse
Principal business activity	
Please show the trade classification code number(s) for the principal activity or activities.	Principal business activity You must provide a trade classification code (SIC code 2007) or a description of your company's
	main business in this section.
	A full list of the trade classification codes is available on our website:
	www.gov.uk/companieshouse
If you cannot determine a code, please give a brief description of the company's business activity below:	_
	- -
Situation of registered office 6	
Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):    England and Wales   Wales   Scotland   Northern Ireland	Registered office     Every company must have a registered office and this is the address to which the Registrar will send correspondence.     For England and Wales companies, the address must be in England or Wales.     For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.
	Company type  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 unlimited with share capital Private unlimited with share capital Private unlimited without share capital  Private unlimited without share capital Please show the trade classification code number(s) for the principal activity or activities.  9 4 9 9 0  If you cannot determine a code, please give a brief description of the company's business activity below:  Situation of registered office ◆  Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked): England and Wales Wales Scotland

A7	Registered office address o	
	Please give the registered office address of your company.	Registered office address     You must ensure that the address
Building name/number	12	shown in this section is consistent with the situation indicated in
Street	Packenham Road	section A6.
		You must provide an address in England or Wales for companies to
Post town	Basingstoke	be registered in England and Wales.
County/Region	Hampshire	You must provide an address in Wales, Scotland or Northern Ireland
Postcode	R G 2 1 8 X T	for companies to be registered in Wales, Scotland or Northern Ireland respectively.
A8	Articles of association o	
	Please choose one option only and tick one box only.	● For details of which company type
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box.	can adopt which model articles, please go to our website: www.gov.uk/companieshouse
	Private limited by shares Private limited by guarantee Public company	A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.
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.	
A9	Restricted company articles o	
	Please tick the box below if the company's articles are restricted.	Restricted company articles Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse

# Part 2 Proposed officers

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

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

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

#### **Secretary**

B1	Secretary appointments •					
	Please use this section to list all the secretary appointments taken on formation. For a corporate secretary, complete Sections C1-C4.	• Corporate appointments For corporate secretary appointments, please complete				
Title*		section C1-C4 instead of section B.				
Full forename(s)		Additional appointments				
Surname		If you wish to appoint more than one secretary, please use				
Former name(s) •		the 'Secretary appointments' continuation page.				
		Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.				
В2	Secretary's service address ©					
Building name/number		<b>⊗</b> Service address				
Street		This is the address that will appear on the public record. This does not have to be your usual residential address.				
Post town		Please state 'The Company's				
County/Region		Registered Office' if your service address will be recorded in the				
Postcode		proposed company's register of secretaries as the company's registered office.				
Country		If you provide your residential address here it will appear on the public record.				
		<u> </u>				
		}				
		<u> </u>				

# **Corporate secretary**

C1	Corporate secretary appointments o	
	Please use this section to list all the corporate secretary appointments taken on formation.	• Additional appointments  If you wish to appoint more than one corporate secretary, please use the
Name of corporate body/firm		'Corporate secretary appointments' continuation page.  Registered or principal address
Building name/number		This is the address that will appear on the public record. This address
Street		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
Post town		LP (Legal Post in Scotland) number.
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	<ul> <li>→ Yes Complete Section C3 only</li> <li>→ No Complete Section C4 only</li> </ul>	
C3	EEA companies <sup>©</sup>	
	<u> </u>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	A full list of countries of the EEA can be found in our guidance:
Where the company/		A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse
		A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse  This is the register mentioned in Article 3 of the First Company Law
firm is registered 💇		A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse  This is the register mentioned in
Where the company/ firm is registered   Registration number		A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse  This is the register mentioned in Article 3 of the First Company Law
firm is registered •	relevant state) and the registration number in that register.	A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse  This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).  Non-EEA Where you have provided details of the register (including state) where
firm is registered •	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	A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse  This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).  One-EEA Where you have provided details of
Registration number  C4  Legal form of the corporate body or firm	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	A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse  This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).  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
Registration number  C4  Legal form of the corporate body	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	A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse  This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).  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

# Director

D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	• Appointments  Private companies must appoint at least one director who is an
Title*	Mr	individual Public companies must
Full forename(s)	Nigel Quentin	appoint at least two directors, one of which must be an individual.
Surname	Berrie	O Former name(s) Please provide any previous names
Former name(s) •		(including maiden or married names) which have been used for business purposes in the last 20 years.
Country/State of residence •	United Kingdom	O Country/State of residence This is in respect of your usual residential address as stated in
Nationality	British	section D4.
Month/year of birth 9	X X   0   1   1   1   1   1   1   1   1   1	Month and year of birth     Please provide month and year only.
Business occupation (if any) 🔊		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 <sup>©</sup>	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	• Service address This is the address that will appear
Building name/number	The Company's Registered Office	on the public record. This does not have to be your usual residential
Street		address.  Please state 'The Company's Registered Office' if your service
Post town		address will be recorded in the proposed company's register of
County/Region		directors as the company's registered office.
Postcode		If you provide your residential address here it will appear on the
Country		public record.
		1

Director		
D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	Appointments     Private companies must appoint     at least one director who is an
Title*	Mr	individual. Public companies must appoint at least two directors, one of
Full forename(s)	Ben	which must be an individual
Surname Former name(s)	Norris	Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
Country/State of residence •	United Kingdom	◆ Country/State of residence This is in respect of your usual residential address as stated in
Nationality	British	section D4.
Month/year of birth •	X X <sup>m</sup> 0 <sup>m</sup> 8 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 7 <sup>y</sup> 9	Month and year of birth     Please provide month and year only.
Business occupation (if any) •		Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.  Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.
D2	Director's service address ©	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	Service address This is the address that will appear
Building name/number	The Company's Registered Office	on the public record. This does not have to be your usual residential address.
Street		Please state 'The Company's Registered Office' if your service
Post town		address will be recorded in the proposed company's register of
County/Region		directors as the company's registered office.
Postcode		If you provide your residential address here it will appear on the
Country		public record.

# **Corporate director**

E1	Corporate director appointments •	
	Please use this section to list all the corporate directors taken on formation.	Additional appointments  If you wish to appoint more than one
Name of corporate body or firm		corporate director, please use the 'Corporate director appointments' continuation page.
Building name/number		Registered or principal address This is the address that will appear
Street		on the public record. This address must be a physical location for the delivery of documents. It cannot be
Post town		a PO box number (unless contained within a full address), DX number or
County/Region		LP (Legal Post in Scotland) number.
Postcode		
Country		
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 •	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	● EEA  A full list of countries of the EEA can be found in our guidance:
Where the company/ firm is registered €		www.gov.uk/companieshouse
Registration number		This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
	Non-EEA companies	1
	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.	Non-EEA     Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register.
Governing law		
If applicable, where the company/firm is registered •		
f applicable, the registration number		
		<u> </u>

# IN01 - continuation page Application to register a company

#### **Director**

Surname  Tatam  Former name(s) ●  Country/State of residence ●  Nationality  British  Month/year of birth ●  Business occupation (if any) ●  Please complete the service address below. You must also fill in the director's usual residential address in Section D4.  Director's service address on the public record. This is in the address that will appear on the public record. This is in the address will be recorded in the proposed company's Registered Office  Post town  Country/Region  Postcode  Pass Company's Registered office  I vou provide your residential address will appear on the proposed company's registered office.  If you provide your residential address will appear on the proposed company's registered office.  If you provide your residential address her it will appear on the postcode of the proposed company's registered office.  If you provide your residential address her it will appear on the proposed company's registered office.  If you provide your residential address her it will appear on the public records of the proposed company's registered office.  If you provide your residential address her it will appear on the public records of the total address her it will appear on the public records of the proposed company's registered office.	D1	Director appointments •	
Title* Mr  Full forename(s) Paul Andrew  Surname Tatam  Former name(s)  Country/State of residence Onationality  Month/year of birth Onationality  Business occupation (if any) Onation life and previous and year of birth Please provide and previous nationality  D2  Director's service address on the service address below. You must also fill in the director's usual residential address shat will appear on the public record. This does not have to be your usual residential address shat will appear on the public record. This does not have to be your usual residential address from D4.  D2  Director's service address on the service address below. You must also fill in the director's usual residential address in Section D4.  D3  D4  D6  D6  D7  D7  D7  D7  D8  D8  D8  D8  D8  D8			Private companies must appoint
Surname  Tatam  Former name(s) ●  Country/State of residence ●  Nationality  British  Month/year of birth ●  Business occupation (if any) ●  Please complete the service address below. You must also fill in the director's usual residential address in Section D4.  Director's service address on the public record. This is in the address that will appear on the proposed company's registered Office of the proposed company's registered office.  Post town  Country/Region  Postcode  Palease complete the service address below. You must also fill in the director's usual residential address in Section D4.  The Company's Registered Office  Which must be an individual.  Pormer name(s) ●  Please provide any previous names (including malden or married names). Please provide any previous names (including malden or married names). Please provide any previous names (including malden or married names). Please provide any previous names (including malden or married names). Please provide any previous names (including malden or married names). Please provide any previous names (including malden or married names). Please provide any previous names (including malden or married names). Please provide any previous names (including malden or married names). Please provide any previous names (including malden or married names). Please provide nor fresidence. This is nespect of pour usual residential address shall in the director's usual residential address shall in the director's usual residential address. Please state The Company's Registered Office of line proposed company's register of directory as the company's register of directors as the company's register of the proposed comp	Title*	Mr	
Please complete the service address of usual residential address in Section D4.  Director's service address of usual residential address in Section D4.  Director's service address of the service address as the service address as	Full forename(s)	Paul Andrew	which must be an individual.
Country/State of residence   Nationality	Surname	Tatam	Please provide any previous names
County/State of residence ●  Nationality  British  Month/year of birth ●  Business occupation (if any) ●  Please complete the service address below. You must also fill in the director's usual residential address in Section D4.  Director's service address ●  Please complete the service address below. You must also fill in the director's usual residential address in Section D4.  Building name/number  The Company's Registered Office  Street  Post town  County/Region  Postcode  United Kingdom  This is in respect of your usual residential is section D4.  Month and year of birth Please provide month and year only.  Business occupation (If you do not, please enter here. If you do not, please enter here. If you do not, please leave blank.  Service address  This is the address This is the address This is the address 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 register of directors and the company's register of directors as the company's register of direct	Former name(s) •		which have been used for business
Month/year of birth      Month and year of birth    Month and year of birth	Country/State of residence •	United Kingdom	This is in respect of your usual residential address as stated in
Business occupation (if any)  Director's service address  Please complete the service address below. You must also fill in the director's usual residential address in Section D4.  Building name/number  The Company's Registered Office  The Company's Registered Office  Post town  County/Region  Postcode  Please provide month and year only.  Please provide month and year only.  Please provide month and year only.  Building lin the director's usual residential address in Section D4.  O 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 register of directors as t	Nationality		
Director's service address Please complete the service address below. You must also fill in the director's usual residential address in Section D4.  Building name/number The Company's Registered Office  The Company's Registered Office  Post town  County/Region  Postcode  If you have a business occupation, please enter here. If you do not, please leave blank.  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 register of directors as the company's registered office.  If you provide your residential address here it will appear on the	Month/year of birth	X X   0   8   1   9   7   2	Please provide month and year only.
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.  Building name/number  The Company's Registered Office  Street  Post town  County/Region  Postcode  Postcode  Please complete the service address below. You must also fill in the director's 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			If you have a business occupation, please enter here. If you do not,
Building name/number The Company's Registered Office  Street  Post town  County/Region  Postcode  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	D2	Please complete the service address below. You must also fill in the director's	
Street  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.  Postcode  Postcode  If you provide your residential address here it will appear on the		usual residential address in Section D4.	
Post town proposed company's register of directors as the company's registered office.  Postcode If you provide your residential address here it will appear on the	Building name/number		on the public record. This does not have to be your usual residential
County/Region registered office.  Postcode If you provide your residential address here it will appear on the	<u> </u>		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 here it will appear on the	Street		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
	Street Post town		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
	Street Post town County/Region		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
	Street  Post town  County/Region  Postcode		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
	Street  Post town  County/Region  Postcode		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
	Street  Post town  County/Region  Postcode		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
	Post town County/Region Postcode		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
	Post town County/Region Postcode		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
	Post town County/Region Postcode		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
	Post town County/Region Postcode		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

# IN01 - continuation page Application to register a company

#### Director

D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation.  For a corporate director, complete Sections E1-E4.	● Appointments  Private companies must appoint at least one director who is an
Title*	Mr	individual. Public companies must appoint at least two directors, one of
Full forename(s)	Kevin Anthony	which must be an individual.
Surname	Roche	Please provide any previous names
Former name(s) •		(including maiden or married names) which have been used for business purposes in the last 20 years.
Country/State of residence •	United Kingdom	Ocountry/State of residence This is in respect of your usual residential address as stated in
Nationality	British	section D4.
Month/year of birth •	X X	Month and year of birth     Please provide month and year only.
Business occupation (if any) •		Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
D2	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	© Service address This is the address that will appear
Building name/number	The Company's Registered Office	on the public record. This does not have to be your usual residential
Street		address. Please state 'The Company's
		Registered Office' if your service address will be recorded in the
Post town		proposed company's register of directors as the company's
County/Region		registered office.
Postcode		If you provide your residential address here it will appear on the
Country		public record.

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	•		•	
-		-		
-			 	

D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation.  For a corporate director, complete Sections E1-E4.	• Appointments  Private companies must appoint at least one director who is an
Title*	Мг	individual. Public companies must appoint at least two directors, one of
Full forename(s)	Eric	which must be an individual.
Surname	Rowen	O Former name(s) Please provide any previous names
Former name(s)		(including maiden or married names) which have been used for business purposes in the last 20 years.
Country/State of residence •	United Kingdom	Ocountry/State of residence This is in respect of your usual residential address as stated in
Nationality	British	section D4.
Month/year of birth 9	X X   0   3   1   9   4   9	Month and year of birth     Please provide month and year only.
Business occupation (if any) •		Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
D2	Director's service address®	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	© Service address  This is the address that will appear on the public record. This does not
Building name/number	The Company's Registered Office	have to be your usual residential address.
Street		Please state 'The Company's Registered Office' if your service
Post town		address will be recorded in the proposed company's register of
County/Region		directors as the company's registered office.
Postcode		If you provide your residential address here it will appear on the
Country		public record.

IN01

Part 3	Statement of capital				
	Does your company have share capital?  → Yes Complete the sections below.  → No Go to Part 4 (Statement of g	guarantee).			
F1	Statement of capital				
	Complete the table(s) below to show the sha Complete a separate table for each curre example, add pound sterling in 'Currency tab B'.	ency (if appropriat	Currency table	Please use if necessar	
Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate no (£, €, \$, etc) Number of shar multiplied by no	es issued	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Induding both the nominal value and any share premium
Currency table A				<del> </del>	
				<del></del>	
	Totals				
Currency table B	101013				<u> </u>
				····	
<u> </u>	Totals				
Currency table C					
, , , , , , , , , , , , , , , , , , ,					
	Totals				
	·	Total number of shares	Total aggre	egate alue <b>0</b>	Total aggregate amount unpaid •
	Totals (including continuation pages)				
		• Please list total a For example: £100 -			t currencies separately.

F2	Statement of capital (Prescribed particulars of rights attached to shares)	(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 <b>Section F1</b> .	O Prescribed particulars of rights attached to shares			
Class of share		The particulars are:			
Class of share  Prescribed particulars	of share shown in the statement of capital share tables in Section F1.				

Class of share	• Prescribed particulars of rights
Prescribed particulars	attached to shares
Prescribed particulars	attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. A separate table must be used for each class of share. Continuation pages
	Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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	7
	-

### **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.

<u>'</u>	ers asaar residential addre.			1		
Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4	Statement of guarantee	
	Is your company limited by guarantee?  → Yes Complete the sections below.  → No Go to Part 5 People with significant control (PSC).	
<u></u>	<u> </u>	
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.	Name     Please use capital letters.     Address
	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:	<ul> <li>The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.</li> </ul>
	- payment of debts and liabilities of the company contracted before I cease to be a member:	• Amount guaranteed Any valid currency is permitted.
	<ul> <li>payment of costs, charges and expenses of winding up, and;</li> <li>adjustment of the rights of the contributors among ourselves,</li> <li>not exceeding the specified amount below.</li> </ul>	• Class of members Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.
•	Subscriber's details	Continuation pages Please use a 'Subscribers'
Forename(s) •	Nigel Quentin	continuation page if necessary.
Surname •	Berrie	-
Address 2	12, Packenham Road	-
	Basingstoke	_
Postcode	RG 2 1 8 X T	
Amount guaranteed	£1	-
Class of member (if applicable) <sup>©</sup>		-
	Subscriber's details	-
Forename(s) •	Ben	_
Surname <b>0</b>	Norris	<b>-</b> {
Address 2	8 St John's Piece	-
	Oakley, Basingstoke	_
Postcode	R G 2 3 7 J Q	
Amount guaranteed	£1	-
Class of member (if applicable) <sup>©</sup>		-

	Subscriber's details	<b>O</b> Name
Forename(s) •	Paul Andrew	Please use capital letters.
Surname •	Tatam	② Address The addresses in this section will
Address ②	40 Long Grove	appear on the public record. They do not have to be the subscribers' usual
	Baughurst, Tadley	residential address.
Postcode	R G 2 6 5 N Y	Amount guaranteed  Any valid currency is permitted.
Amount guaranteed	£1	Oclass of members Only complete this if there will be
Class of member (if applicable)		more than one class of members and if the subscribers are electing to keep members' information on the
	Subscriber's details	public register.  Continuation pages
Forename(s) •	Eric	Please use a 'Subscribers'
Surname •	Rowen	continuation page if necessary.
Address 👁	52 Cumberland Avenue	
	Basingstoke	
Postcode	R G 2 2 4 B Q	
Amount guaranteed •	£1	
Class of member (if applicable) <sup>©</sup>		
	Subscriber's details	
Forename(s) •	Kevin Anthony	
Surname •	Roche	
Address ②	96, Porter Road	
	Basingstoke	
Postcode	R G 2 2 4 J R	
Amount guaranteed 9	£1	
Class of member (if applicable)		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 6		
Class of member (if applicable)		
		<u> </u>

# People with significant control (PSC) Part 5 Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to Part 6 Election to keep information on the public register. Statement of initial significant control • On incorporation, there will be someone who will count as a person O Statement of initial significant control with significant control (either a registrable person or registrable RLE) in If there will be a registrable person relation to the company. (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J Please use the PSC continuation pages if necessary H2 Statement of no PSC (Please tick the statement below if appropriate) The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

# **Individual PSC**

H3	Individual's details	
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company	O Country/State of residence This is in respect of the usual residential address as stated in section H6.
Title*		Month and year of birth Please provide month and year only.
Full forename(s)		
Surname		
Country/State of residence •		
Nationality 		
Month/year of birth 🎱	X X     m   m   y   y   y	
H4	Individual's service address •	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in <b>Section H6</b> .	O Service address This is the address that will appear on the public record. This does not
Building name/number		have to be the individual's usual residential address.
Street		If you provide the individual's residential address here it will
Post town		appear on the public record.
County/Region		
Postcode		
Country		

	INO1	
	Application to register a company	
H7	Nature of control for an individual	
	Please indicate how the individual is a person with significant control over the company	<b>⊕</b> Tick each that apply.
	Ownership of shares The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more	
	Ownership of voting rights  The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more	
	Ownership of right to appoint/remove directors  The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company	}
	Significant influence or control (Only tick if none of the above apply)  The individual has the right to exercise, or actually exercises, significant influence or control over the company	
Н8	Nature of control by a firm over which the individual has significant control •	
	The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:	● Tick each that apply.
	the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more	
	the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more	
	the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company	
	the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company	

# **IN01**

Application to register a company

Н9	Nature of control by a trust over which the individual has significant control •		
	The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:	OTick each that ap	

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one): more than 25% but not more than 50% more than 50% but less than 75% 75% or more the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one): more than 25% but not more than 50% more than 50% but less than 75% 75% or more the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

# **Individual PSC**

100	4 P. M. M. A. M.	
Н3	Individual's details	
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company	• Country/State of residence This is in respect of the usual residential address as stated in section H6.
Title*		Month and year of birth Please provide month and year only.
Full forename(s)		, .
Surname		
Country/State of residence		
Nationality		
Month/year of birth <sup>2</sup>	X X	
H4	Individual's service address •	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.	• Service address This is the address that will appear on the public record. This does not
Building name/number		have to be the individual's usual residential address.
Street		if you provide the individual's
		residential address here it will appear on the public record.
Post town		Oppedi on the pastic receive
County/Region		
Postcode		
Country		

	INO1	
	Application to register a company	
17	Nature of control for an individual <sup>©</sup>	
	Please indicate how the individual is a person with significant control over the company	● Tick each that apply.
	Ownership of shares The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more  Ownership of voting rights The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one): more than 25% but not more than 50% more than 50% but less than 75% 75% or more  Ownership of right to appoint/remove directors The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company  Significant influence or control (Only tick if none of the above apply) The individual has the right to exercise, or actually exercises, significant influence or control over the company	
18	Nature of control by a firm over which the individual has	<u> </u>
	significant control •	
	The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:	● Tick each that apply.
	the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more	
	the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more	
	the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company	
	the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company	

Н9	Nature of control by a trust over which the individual has significant control •		
	The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:	O Tick each that	

	individual has the right to exercise or actually exercises significant sence or control over the activities of a trust and:	O Tick each that apply
	trustees of that trust (in their capacity as such) hold, directly or indirectly,	
	following percentage of shares in the company (tick only one):	
□	more than 25% but not more than 50%	
	more than 50% but less than 75%	
	75% or more	
	trustees of that trust (in their capacity as such) hold, directly or indirectly, following percentage of voting rights in the company (tick only one):	
	more than 25% but not more than 50%	
	more than 50% but less than 75%	1
	75% or more	
	the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company	
	the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company	
		1

#### Relevant legal entity (RLE)

11	RLE details •	
Corporate or firm name		Registered or principal office address This is the address that will appear
Building name/number		on the public record.
Street		
Post town		:
County/Region		
Postcode		
Country		}
12	Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	Registration number     Where you have provided details     of the register (including country/
Legal form		state) where the RLE is registered, you must also provide its number in
Governing law		that register.
If applicable, register in which RLE is entered •		
Country/State •		
Registration number •		

# IN01

_	ture of control for the RLE •	OTick each that apply.
	ease indicate how the RLE has significant control over the company	O TICK each that apply.
Th	wnership of shares e RLE holds, directly or indirectly, the following percentage of shares in the	
	mpany (tick only one):   more than 25% but not more than 50%	
	at most at at most	
1	vnership of voting rights	
	e RLE holds, directly or indirectly, the following percentage of voting rights the company (tick only one):	
	more than 50% but less than 75%	
	75% or more	
Ov	vnership of right to appoint/remove directors	
	The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company	
Sig	gnificant influence or control (only tick if none of the above apply)	
0		
	influence or control over the company	
	ture of control by a firm over which the RLE has nificant control •	
sig The or o	ture of control by a firm over which the RLE has	O Tick each that apply.
sig The or o gov the	ture of control by a firm over which the RLE has nificant control of the RLE has the right to exercise or actually exercises significant influence control over the activities of a firm that is not a legal person under its verning law, and:  members of that firm (in their capacity as such) hold, directly or indirectly,	O Tick each that apply.
sig The or o gov the	ture of control by a firm over which the RLE has nificant control over the activities of a firm that is not a legal person under its verning law, and:  members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of shares in the company (tick only one):	Tick each that apply.
sig The or o gov the	ture of control by a firm over which the RLE has nificant control of the RLE has the right to exercise or actually exercises significant influence control over the activities of a firm that is not a legal person under its verning law, and:  members of that firm (in their capacity as such) hold, directly or indirectly,	Tick each that apply.
sig The or o gov the	ture of control by a firm over which the RLE has nificant control •  RLE has the right to exercise or actually exercises significant influence control over the activities of a firm that is not a legal person under its verning law, and:  members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of shares in the company (tick only one):  more than 25% but not more than 50%	Tick each that apply.
sigi The or o gov the the	ture of control by a firm over which the RLE has nificant control at RLE has the right to exercise or actually exercises significant influence control over the activities of a firm that is not a legal person under its verning law, and:  members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of shares in the company (tick only one):  more than 25% but not more than 50%  more than 50% but less than 75%  75% or more	O Tick each that apply.
sign The or of gov the the the the	ture of control by a firm over which the RLE has nificant control at the right to exercise or actually exercises significant influence control over the activities of a firm that is not a legal person under its verning law, and:  members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of shares in the company (tick only one):  more than 25% but not more than 50%  more than 50% but less than 75%  75% or more  members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of voting rights in the company (tick only one):	O Tick each that apply.
sigi The or o gov the the	ture of control by a firm over which the RLE has nificant control over the activities of a firm that is not a legal person under its verning law, and:  members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of shares in the company (tick only one): more than 25% but not more than 50% more than 50% but less than 75% 75% or more members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of voting rights in the company (tick only one): more than 25% but not more than 50% more than 25% but not more than 50%	Tick each that apply.
sign The or or gov the the the	ture of control by a firm over which the RLE has nificant control at the right to exercise or actually exercises significant influence control over the activities of a firm that is not a legal person under its verning law, and:  members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of shares in the company (tick only one):  more than 25% but not more than 50%  more than 50% but less than 75%  75% or more  members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of voting rights in the company (tick only one):	Tick each that apply.
sign The or or gov the the the the	ture of control by a firm over which the RLE has nificant control at the right to exercise or actually exercises significant influence control over the activities of a firm that is not a legal person under its verning law, and:  members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of shares in the company (tick only one): more than 25% but not more than 50% more than 50% but less than 75% 75% or more members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of voting rights in the company (tick only one): more than 25% but not more than 50% more than 25% but not more than 50% more than 50% but less than 75%	O Tick each that apply.
sign The or or gov the the the the	ture of control by a firm over which the RLE has nificant control  RLE has the right to exercise or actually exercises significant influence control over the activities of a firm that is not a legal person under its verning law, and:  members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of shares in the company (tick only one):  more than 25% but not more than 50%  more than 50% but less than 75%  75% or more  members of that firm (in their capacity as such) hold, directly or indirectly, following percentage of voting rights in the company (tick only one):  more than 25% but not more than 50%  more than 50% but less than 75%  75% or more  the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of	Tick each that apply.

	nificant control <sup>0</sup>	. <sub>r</sub>
	RLE has the right to exercise or actually exercises significant influence or trol over the activities of a trust and:	• Tick each that appl
	trustees of that trust (in their capacity as such) hold, directly or indirectly, following percentage of shares in the company (tick only one):	
	· · · · · · · · · · · · · · · · · · ·	
	more than 50% but less than 75%	
	75% or more	
	trustees of that trust (in their capacity as such) hold, directly or indirectly,	
	following percentage of voting rights in the company (tick only one): more than 25% but not more than 50%	
	more than 50% but less than 75%	
	75% or more	
	the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company	
0	the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company	

# IN01

Application to register a company

# Other registrable person (ORP)

	•	
J1	ORP details	
	An 'other registrable person' is:     a corporation sole     a government or government department of a country or territory or a part of a country or territory     an international organisation whose members include two or more countries or territories (or their governments)	
	a local authority or local government body in the UK or elsewhere	
Name of ORP		
J2	Principal office address •	<u> </u>
Building name/number		• Principal office address This is the address that will appear
Street		on the public record.
Post town		
County/Region		
Postcode		
Country		
13	Legal form and governing law	`
Legal form		
Governing law		

	INO1 Application to register a company	
]4	Nature of control <sup>0</sup>	
	Please show how the ORP has significant control over the company	O Tick each that apply.
	Ownership of shares  The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more	
	Ownership of voting rights  The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):  more than 25% but not more than 50%  more than 50% but less than 75%  75% or more	
	Ownership of right to appoint/remove directors  The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company	
	Significant influence or control (Only tick if none of the above apply)  The ORP has the right to exercise, or actually exercises, significant influence or control over the company.	!
	Nature of control by a firm over which the ORP has significant control •	
	The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:	OTick each that apply.
	the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more	
	the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more	
	the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company	
	the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company	

# IN01

6	Nature of control by a trust over which the ORP has
	significant control •

significant control •	
The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:	Tick each that apply.
the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more	
the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):  more than 25% but not more than 50% more than 50% but less than 75% 75% or more	
the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company	
the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company	

	INO1 Application to register a company	
Part 6	Election to keep information on the public reg	ister (if applicable)
	The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act	
K1	Election to keep secretaries' register information on the public register	
	All subscribers elect to keep secretaries' register information on the public register	• only applies if the proposed company will have a secretary.
K2	Election to keep directors' register information on the public register	<u> </u>
	IMPORTANT: If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record  All subscribers elect to keep directors' register information on the	● If the subscribers don't make this election, only the month and year of birth will be available on the public record.
	public register	
<b>K</b> 3	Election to keep directors' usual residential address (URA) register information on the public register	
	If the subscribers elect to keep this information on the public register, the URA will not be publicly available	
	All subscribers elect to keep directors' URA register information on the public register.	
K4	Election to keep members' register information on the public register	
	IMPORTANT: If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record  All subscribers elect to keep members' register information on the public register  The company will be a single member company (Tick if applicable).	
K5	Election to keep PSC register information on the public register	
	IMPORTANT:  If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record  All subscribers elect to keep PSC register information on the public register  No objection was received by the subscribers from any eligible person within the notice period before making the election.	If the subscribers don't make this election, only the month and year of birth will be available on the public record.  Eligible person An eligible person is a person whose details would have to be entered in the company's PSC register
	<u> </u>	I

	INO1 Application to register a company		
Part 7	Consent to act		
11	Consent statement		<del> </del>
	Please tick the box to confirm consent.  The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.		
Part 8	Statement about individual PSC particulars		I
M1	Particulars of an individual PSC <sup>©</sup>		
	Please tick the box to confirm.  The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.		Only tick this if you have completed details of one or more individual PSCs in sections H3-H9
Part 9	Statement of compliance		
	This section must be completed by all companies.	_	
	Is the application by an agent on behalf of all the subscribers?		
	<ul> <li>→ No Go to Section N1 (Statement of compliance delivered by the subscribers).</li> <li>→ Yes Go to Section N2 (Statement of compliance delivered by an age</li> </ul>	ent).	
N1	Statement of compliance delivered by the subscribers ®		<del></del>
	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.		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 Ngd Bene	×	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	,
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

IN01			
Application to	register	a	company

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.	
	_
	_
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	
Signature X	x
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.  I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.  Signature

In accordance with Section 9 of the Companies Act 2006.

# IN01 - continuation page Application to register a company

N1	Statement of compliance delivered by the subscribers •		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	O Statement of compliance delivered by the subscribers Every subscriber to the memorandum of association must	
Subscriber's signature	Signature X	sign the statement of compliance.	
Subscriber's signature	Signature	<b>K</b>	
Subscriber's signature	Signature	- K	
Subscriber's signature	Signature X	- K	
Subscriber's signature	Signature X	- K	
Subscriber's signature	Signature X	- K	
 Subscriber's signature	Signature	- K	
Subscriber's signature	Signature X	- K	
Subscriber's signature	Signature	- K	
Subscriber's signature	Signature X	- K	
Subscriber's signature	Signature X	- K	

#### **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	Nigel Berrie	
Сотрапу патте		
Address	12, Packenham Road	
Post town	Basingstoke	
County/Region	Hampshire	
Postcode	R G 2 1 8 X T	
Country	United Kingdom	
DX		
Telephone		

# ✓ Certificate

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

- At the registered office address (Given in Section A7).
- ☐ At the agents address (Given in Section N2).

## Checklist

We may return forms completed incorrectly or with information missing.

# Please make sure you have remembered the following:

- You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures)

  Regulations 2015, please attach consent.
- You have used the correct appointment sections.
- Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☑ The document has been signed, where indicated.
- All relevant attachments have been included.
- ☑/You have enclosed the Memorandum of Association.
- You have enclosed the correct fee.

## Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

## £ How to pay

#### A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse

### Where to send

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

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

#### For companies registered in Scotland:

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

#### For companies registered in Northern Ireland:

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

#### Section 243 or 790ZF exemption

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.

# Further information

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

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

# COMPANY NOT HAVING A SHARE CAPITAL

# Memorandum of association of Basingstoke Makerspace

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
Paul Andrew Tatam	
Eric Rowen	
Kevin Anthony Roche	Ale
Nigel Quentin Berrie	Nigolene
Ben Norris	

Dated 23rd March 2017

# Interpretation

#### In the articles:

- The Association means Basingstoke Makerspace.
- Address means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the association
- The Articles means these articles of association
- Clear days in relation to the period of a notice means a period excluding:
  - · the day when the notice is given or deemed to be given; and
  - · the day for which it is given or on which it is to take effect
- Companies Acts means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the association
- The Directors means the directors of the association.
- Document includes, unless otherwise specified, any document sent or supplied in electronic form
- Electronic Form has the meaning given in section 1168 of the Companies Act 2006
- Officers includes the directors and the secretary (if any)
- Secretary means any person appointed to perform the duties of the secretary of the association.
- Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the association.
- Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

# Liability of Members

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

- payment of the association's debts and liabilities incurred before he, she or it ceases to be a member;
- payment of the costs, charges and expenses of winding up; and
- adjustment of the rights of the contributors among themselves.

# **Objectives**

The objectives of the association are:

- to promote and encourage technical, scientific, creative and artistic skills through collaboration and education.
- · to provide and maintain shared community workspace and equipment in Basingstoke and the surrounding areas.

### **Powers**

The association has power to do anything which is calculated to further its *Objectives* or is conducive or incidental to doing so. In particular, the association has power:

- to raise funds.
- to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- to sell, lease or otherwise dispose of all or any part of the property belonging to the association.
- to borrow money and to charge the whole or any part of the property belonging to the association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation.
- to acquire, merge with or to enter into any partnership or joint venture arrangement with any other association;
- to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- to employ and remunerate such staff as are necessary for carrying out the work of the association. The association may employ or remunerate a director only to the extent it is permitted to do so by the Application of Income and Property and provided it complies with the conditions in that article;

- Articles of Association of Basingstoke Makerspace
- to
- deposit or invest funds; and
- · employ a professional fund-manager.
- to provide indemnity insurance for the directors.
- · to pay out of the funds of the association the costs of forming and registering the association;

# Application of Income and Property

- The income and property of the association shall be applied solely towards the promotion of the Objectives
- None of the income or property of the association may be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit to any director of the association except in the following circumstances:
- A director is entitled to be reimbursed from the property of the association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the association.
- A director may receive an indemnity from the association in the circumstances specified in Directors Indemnity.
- None of the income or property of the association may be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit to any member of the association. This does not prevent a member who is not also a director receiving:
  - · a benefit from the association in the capacity of a beneficiary of the association;
  - · reasonable and proper remuneration for any goods or services supplied to the association.

#### **Members**

- The subscribers to the memorandum are the first members of the association.
- Membership is open to other individuals or organisations who:
  - · apply to the association in the form required by the directors; and
  - · are approved by the directors.
- In the case of refusal of membership:
  - The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the association to refuse the application.
  - The directors must inform the applicant in writing of the reasons for the refusal within twentyone days of the decision.
  - The directors must consider any written representations the applicant may make about the
    decision. The directors' decision following any written representations must be notified to the
    applicant in writing but shall be final.
- Membership is not transferable.
- The directors must keep a register of names and addresses of the members.

# Classes of Membership

- The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- The rights attached to a class of membership may only be varied if:
  - three-quarters of the members of that class consent in writing to the variation; or
  - a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

# Termination of Membership

Membership is terminated if:

- the member dies or, if it is an organisation, ceases to exist;
- the member resigns by written notice to the association unless, after the resignation, there would be fewer than three members;

- any sum due from the member to the association is not paid in full within two weeks of it falling due;
- the member is removed from membership by a resolution of the directors that it is in the best interests of the association that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
  - the member or, at the option of the member, the member's representative (who need not be a member of the association) has been allowed to make representations to the meeting.

# General Meetings

- The Board may convene a General Meeting whenever they think fit.
- General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 304 of the Companies Act 2006.

# Notice of General Meetings

- The minimum periods of notice required to hold a general meeting of the association are:
  - twenty-one clear days for an annual general meeting or a general meeting called for the passing
    of a special resolution;
  - · fourteen clear days for all other general meetings.
- A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and *Proxy Notices*.
- The notice must be given to all the members and to the directors and auditors.
- The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the association.

# Proceedings at General Meetings

## Quorate meetings

- No business shall be transacted at any general meeting unless a quorum is present.
- A quorum is 10 members, or half of the current membership, whichever is smaller. The members shall be present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- The authorised representative of a member organisation shall be counted in the quorum.

#### Non-quorate meetings

- If:
- · a quorum is not present within half an hour from the time appointed for the meeting; or
- during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the directors shall determine.
- The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

### Chair person

- General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- If there is only one director present and willing to act, he or she shall chair the meeting.
- If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

### Reconvened and adjourned meetings

- The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the
  meeting had the adjournment not taken place.
- If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

#### Voting

- Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
  - · by the person chairing the meeting; or
  - by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- The result of the vote must be recorded in the minutes of the association but the number or proportion of votes cast need not be recorded.
- A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- The poll must be taken within thirty days after it has been demanded.
- If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

# **Proxy Notices**

#### **Content of Proxy Notices**

- Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
  - states the name and address of the member appointing the proxy;
  - identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - is delivered to the association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- The association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 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.
- Unless a proxy notice indicates otherwise, it must be treated as:
  - 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

• appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **Delivery of Proxy Notices**

- 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 association by or on behalf of that person.
- An appointment under a proxy notice may be revoked by delivering to the association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### Written Resolutions

- A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - · a copy of the proposed resolution has been sent to every eligible member;
  - a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- In the case of a member that is an organisation, its authorised representative may signify its agreement.
- Subject to article Members, every member, whether an individual or an organisation, shall have one vote.

## Votes of Members

- Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- Any organisation that is a member of the association may nominate any person to act as its representative at any meeting of the association.
- The organisation must give written notice to the association of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the association. The representative may continue to represent the organisation until written notice to the contrary is received by the association.
- Any notice given to the association will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The association shall not be required to consider whether the representative has been properly appointed by the organisation.

### **Directors**

- A director must be a natural person aged 16 years or older. No one may be appointed a director if he or she would be disqualified from acting under the provisions of *Disqualification and Removal of Directors*.
- The number of directors shall be not less than three, nor more than nine.
- The first directors shall be those persons notified to Companies House as the first directors of the association.
- A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

# Powers of Directors

- The directors shall manage the business of the association and may exercise all the powers of the association unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

- Articles of Association of Basingstoke Makerspace
- Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

### Retirement of Directors

- At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director he or she must retire.
- The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

# Appointment of Directors

- The association may by ordinary resolution:
- appoint a person who is willing to act to be a director; and
  - determine the rotation in which any additional directors are to retire.
- No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
- he or she is recommended for re-election by the directors; or
  - not less than fourteen nor more than thirty-five clear days before the date of the meeting, the association is given a notice that:
- is signed by a member entitled to vote at the meeting;
  - states the member's intention to propose the appointment of a person as a director;
  - contains the details that, if the person were to be appointed, the association would have to file at Companies House; and
  - is signed by the person who is to be proposed to show his or her willingness to be appointed.
- All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
- The directors may appoint a person who is willing to act to be a director.
- A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
- The appointment of a director, whether by the association in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.
- All acts done by a director shall, even if it is afterwards discovered that there was a defect in their appointment or
  that they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed
  and was qualified and had continued to be a director.

# Disqualification and Removal of Directors

A director shall cease to hold office if he or she:

- ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - ceases to be a member of the association;
  - becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - resigns as a director by notice to the association (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
  - is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

# Remuneration of Directors

The directors must not be paid any remuneration unless it is authorised by Application of Income and Property.

# Proceedings of Directors

#### **Proposals**

- The Directors may from time to time specify an electronic, automated or web-based system ("Governance System") for recording and managing their decision making process.
- Decisions of the directors must be made either:
- by the use of a Governance System; or
  - by a written resolution in accordance with the procedure described below.
- All directors' decisions must be made in one of these two ways, and a decision made in any other way will be ineffective.
- A proposal will be passed only if a majority of the directors accept that proposal.
- A written resolution may be passed if:
- the text of the resolution is circulated to all directors in writing; and
  - the requisite number of directors have given to all the other directors in writing their agreement to the text of the resolution.
- A Governance System must:
- permit any director to submit a proposal that is then available for viewing (on presentation of suitable credentials) by all directors and any member of the Association;
  - · after a proposal has been created, send it promptly to each director's email address;
  - maintain one or more rules as to the period ("the voting period") within which any proposal must be accepted or rejected, which may vary from proposal to proposal;
  - during the voting period, permit any director to indicate whether they accept or reject the proposal;
  - record the votes cast by each director;
  - record that a proposal has been "passed" if the requisite number of directors have indicated their acceptance of the proposal via the governance system;
  - · permit the recording of minutes; and
  - · maintain a current contact email address for each director ("the director's email address").
- Any proposal that has been recorded as passed by a Governance System shall be treated as a decision of the directors.

#### **Meetings**

- Where on any particular occasion more than 2 directors, in the course of their office as directors, discuss the affairs of the Company by any means, whether in person or otherwise, a minute shall be made and recorded indicating:
- when the discussion took place;
  - · the identities of the directors involved; and
  - · the substance of the discussion.
- Minutes of directors meetings:
- may be held in electronic form, including using a Governance System;
  - must be held for ten years from the date of the discussion in accordance with section 248 of the Companies Act 2006.

# Delegation

- The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- The directors may impose conditions when delegating, including but not limited to the conditions that:
- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - no expenditure may be incurred on behalf of the association except in accordance with a budget previously agreed with the directors.
- The directors may revoke or alter a delegation.
- All acts and proceedings of any committees must be fully and promptly reported to the directors.

### Declaration of Directors' Interests

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 association or in any transaction or arrangement entered into by the association which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the association and any personal interest (including but not limited to any personal financial interest).

#### Conflicts of Interests

- If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - the unconflicted directors consider it is in the interests of the association to authorise the conflict
    of interests in the circumstances applying.
- In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director.

# Validity of Directors' Decisions

Subject to Void Directors' Decisions, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

- who was disqualified from holding office;
  - · who had previously retired or who had been obliged by the articles to vacate office;
  - · who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if without:
- the vote of that director; and
  - · that director being counted in the quorum;

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

## Void Directors' Decisions

• Validity of Directors' Decisions does not permit a director to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for Validity of Directors' Decisions, the resolution would have been void, or if the director has not complied with article Declaration of Directors' Interests.

#### Minutes

The directors must keep minutes of all:

- appointments of officers made by the directors;
  - proceedings at meetings of the association;
  - · meetings of the directors and committees of directors including:
- the names of the directors present at the meeting;
  - · the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.

### Accounts

- The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- The directors must keep accounting records as required by the Companies Acts.

## Means of Communication to be Used

- Subject to the articles, anything sent or supplied by or to the association 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 association.
- 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.
- Any notice to be given to or by any person pursuant to the articles:
- must be in writing; or
  - must be given in electronic form.
- The association may give any notice to a member either:
- personally; or
  - · by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - · by leaving it at the address of the member; or
  - · by giving it in electronic form to the member's address; or
  - by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- A member who does not register an address with the association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the association.
- A member present in person at any meeting of the association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was accepted by an electronic mail host for that address.
- In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:
- 48 hours after the envelope containing it was posted; or
  - in the case of an electronic form of communication, 48 hours after it was sent.

# **Directors Indemnity**

- The association may indemnify any director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
  - In this article a "relevant director" means any director or former director of the association.

#### Rules

- The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the association.
- The bye laws may regulate the following matters but are not restricted to them:
- the admission of members of the association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - the conduct of members of the association in relation to one another and to the association's employees and volunteers;
  - the setting aside of the whole or any part or parts of the association's premises at any particular time or times or for any particular purpose or purposes;
  - the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - generally, all such matters as are commonly the subject matter of company rules.
- The association in general meeting has the power to alter, add to or repeal the rules or bye laws.
- The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the association.
- The rules or bye laws shall be binding on all members of the association. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

# **Disputes**

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

#### Dissolution

- The members of the association may at any time before, and in expectation of, its dissolution resolve that any net assets of the association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the association be applied or transferred in any of the following ways:
- · directly for the Objectives; or
  - · by transfer to any association for purposes similar to the Objectives; or
  - · to any association for use for particular purposes that fall within the Objectives.
- Subject to any such resolution of the members of the association, the directors of the association may at any time before and in expectation of its dissolution resolve that any net assets of the association after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the association be applied or transferred:
- directly for the Objectives; or
  - by transfer to any association for purposes similar to the Objectives; or
  - to any association for use for particular purposes that fall within the Objectives.
- In no circumstances shall the net assets of the association be paid to or distributed among the members of the association (except to a member that is itself a association) and if no resolution in accordance with *Dissolution* is passed by the members or the directors the net assets of the association shall be applied for charitable purposes as directed by the Court or the Commission.