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## THE COMPANIES ACT 2006

### SPECIAL RESOLUTION

#### Conversion from an "ordinary" limited company to a community interest company

Company type COMPANY LIMITED BY GUARANTEE

Company no 05383346

Company name CO2Sense Limited

At a general meeting of the above company, duly convened and held at Victoria House, 2, Victoria Place, Leeds LS11 5AE (3 directors via phone)

On 2nd Feb 2012 the following resolution was passed as a special resolution

#### RESOLUTION

That The following be added to the company's articles of association

1) Clause 2 1 CO2Sense C I C

"The company is to be a community interest company "

2) The company's name be changed to CO2Sense C I C

3) The company's articles of association be altered so as to take the form of the articles of association attached to this resolution, in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies

  
CHAIRMAN

DATE

03 Feb - 2012

FRIDAY



\*R12D6M83\*  
RC2 10/02/2012 #65  
COMPANIES HOUSE

Incorporated on 4<sup>th</sup> March 2005

**The Companies Act 2006**  
**Community Interest Company Limited by Guarantee**

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**ARTICLES OF ASSOCIATION**  
**of**  
**CO2SENSE C I C**

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AMJ/TWW/YO93-1

**The Companies Act 2006**

**Articles of Association**

**of**

**CO2SENSE C I.C.**

**1 NAME**

1 1 The Company is called “CO2Sense C.I C ” (the “Company”)

**2 COMMUNITY INTEREST COMPANY**

2 1 The Company shall be a community interest company

**3 ASSET LOCK**

3 1 The following provisions are intended to ensure that the assets of the company are protected for community benefit and are not distributed to members following the framework set out in the 2004 Act The term Asset Locked Body is defined in paragraph 18 2 and refers to bodies which have similar protections in their constitution

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

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

3 1 2 1 the transfer of assets to any specified Asset Locked Body or (with the consent of the Regulator) to any other Asset Locked Body, or

3 1 2 2 the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body

3 1 3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Articles of the Company

3 1 4 The Company shall reinvest any investment capital repayments that it receives, and income derived from the Company's investments shall be used to fund activities that achieve or are consistent with the Company's objects as set out in Articles 5 1 1 and 5 1 2, below

3 1 5 If

3 1 5 1 the Company is wound up under the Insolvency Act 1986,  
and

3 1 5 2 all its liabilities have been satisfied

any residual assets shall be given or transferred to an Asset Locked  
Body specified by the members

#### **4 POWERS**

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

#### **5 OBJECTS**

5 1 The Company's objects are to carry on activities which benefit the community and in particular (without limitation) to

5 1 1 carry on the business of developing, establishing, promoting and facilitating the profile, effectiveness, and use of new technologies consistent with sustainable development, particularly in the fields of renewable energies, waste recycling and transport, predominantly (but not exclusively) within the region of Yorkshire and Humberside,

5 1 2 act as facilitator and innovator in identifying such new technologies, provide business support and consultancy services in connection therewith, develop market awareness, and

5 1 3 generally undertake and carry on all such other acts and business as may be required in connection with such roles

#### **6 NOT FOR PROFIT**

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

#### **7 LIABILITY OF MEMBERS**

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

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

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

7 3 adjustment of the rights of the contributories among themselves

## **8 GOVERNANCE**

### **8 1 Overview**

The Company has members and a Board of Directors. It also has a Secretary.

### **8 2 Governing documents**

8 2 1 These Articles set out the way in which the Company is owned, organised and governed.

8 2 2 The Board of Directors may make policies and procedures relating to the running of the Company. Such policies and procedures may include codes of conduct for members and Directors and shall not be inconsistent with the Articles.

### **8 3 Board of Directors**

Subject to the Articles, the Board of Directors manages the affairs of the Company and may exercise all of its powers.

### **8 4 Secretary**

The Secretary is secretary to the Company, and acts as secretary to the Board of Directors.

### **8 5 Members**

8 5 1 Such persons as are admitted to membership in accordance with the Articles and shall be members of the company.

8 5 2 The members may, by special resolution, direct the Directors to take or refrain from taking, specific action.

8 5 3 No such special resolution invalidates anything which the Directors have done before passing the resolution.

### **8 6 Information**

Members are entitled to receive information about the Company and its business, as provided in the Articles.

### **8 7 Voice**

8 7 1 Members have a voice in the Company's affairs as provided in the Articles, by

8 7 1 1 attending, speaking and submitting motions to be considered at member's meetings, and

8 7 1 2 voting at members' meetings, and

## **9 BOARD OF DIRECTORS**

### **9 1 Composition of the Board**

9 1 1 The Board comprises executive Directors and non-executive Directors, as follows

9 1 1 1 a majority of the Directors shall be non-executive Directors,

9 1 1 2 one of the executive Directors is to be the Chief Executive,

9 1 1 3 each Member may appoint one Director, and

9 1 1 4 the maximum number of Directors shall be 13

9 1 2 The Chief Executive will be accountable in his/her role to the Board and to the members

### **9 2 Appointment of Directors otherwise than by Members**

Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a decision of the Directors

### **9 3 Termination of Director's Appointment**

A person ceases to be a Director as soon as

9 3 1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law,

9 3 2 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

9 3 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,

9 3 4 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting as a Director of the Company and they resolve that he or she be removed from office,

9 3 5 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect),

9 3 6 the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason, or

9 3 7 the Director ceases to be a member

**9 4 Directors' remuneration**

9 4 1 Directors may undertake any services for the Company that the Directors decide ,

9 4 2 Directors (other than Local Authority Directors who shall not receive remuneration for their services as Directors) are entitled to such reasonable and proportionate remuneration as the Remuneration Committee shall determine

9 4 2 1 for their services to the Company as Directors, and

9 4 2 2 for any other service which they undertake for the Company

9 4 3 Subject to the Articles, a Director's remuneration may

9 4 3 1 take any form, and

9 4 3 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

9 4 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day

9 4 5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

**9 5 Directors' expenses**

9 5 1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

9 5 1 1 meetings of Directors or committees of Directors,

9 5 1 2 Members' meetings, or

9 5 1 3 separate meetings of any class of members or of the holders of any debentures of the Company,

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

**9 6 Chair**

9 6 1 The Directors may appoint one of their number to be the Chair of the Directors for such term of office as they determine and may at any time remove him or her from office The appointment and removal of the

Chair shall be in accordance a procedure determined by the Board from time to time

9 6 2 The Chair must not be an executive Director

**9 7 Meetings of the Board of Directors: Notice and Quorum**

9 7 1 Two Directors may (and the Secretary, if any, must at request of two Directors) call a meeting of the Board of Directors

9 7 2 Meetings of the Board of Directors must be called on at least seven Clear Days' notice unless either

9 7 2 1 all the Directors agree, or

9 7 2 2 urgent circumstances require shorter notice

9 7 3 Notice of meetings of the Board of Directors must be given to each Director, and must specify,

9 7 3 1 the place, day and time of the meeting, and

9 7 3 2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

9 7 4 Notice need not be in writing

9 7 5 Notice may be sent by electronic means to an Address provided by the Director for the purpose

9 7 6 The quorum for meetings of the Board of Directors may be fixed from time to time by a decision of the board, but it must never be less than two, and unless otherwise fixed it is two

9 7 7 Directors may be counted in the quorum, participate in and vote at meetings of the Board by telephone, video or other electronic means

**9 8 Meetings of the Board of Directors. Participation**

9 8 1 Subject to the Articles, Directors participate in a meeting of the Board of Directors, or part of a meeting of the Board of Directors, when

9 8 1 1 the meeting has been called and takes place in accordance with the Articles, and

9 8 1 2 they can each communicate to the others any information or opinions they have on any particular item or items of business of the meeting



9 8 2 In determining whether Directors are participating in a meetings of the Board of Directors, it is irrelevant where any Director is or how they communicate with each other

9 8 3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

**9 9 Meetings of the Board of Directors: Voting**

9 9 1 Questions arising at a meeting of the Board of Directors shall be decided by a majority of votes

9 9 2 In all proceedings of the Board of Directors each Director must not have more than one vote

9 9 3 If either the Chair, (or in the absence of the Chair, the Vice-chair), or at least one third of the Directors asks the Secretary to circulate a resolution to all Directors to be signed, and it is returned to the Secretary signed by at least three quarters of the Directors, then it shall have the same effect as a resolution validly passed at a meeting of the Board of Directors Each Director may sign a separate copy of the resolution and send a signed copy to the Secretary by email or any other electronic means

9 9 4 The Board of Directors may make standing orders for the conduct of its meetings

**9 10 Delegation of Director's powers**

9 10 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to day management of the affairs of the Company

9 10 1 1 to such person or committee,

9 10 1 2 by such means,

9 10 1 3 to such an extent,

9 10 1 4 in relation to such matters or territories, and

9 10 1 5 on such terms and conditions,

as they think fit

9 11 If the Directors so specify, any such delegation of this power may authorise further delegation of the Directors' powers by any person to whom they are delegated

9 12 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

## **9 13 Conflict of Interests**

- 9 13 1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already
- 9 13 2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors
- 9 13 3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 9 9 4 and a Director has a Conflict of Interest in respect of that matter then he or she must
  - 9 13 3 1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,
  - 9 13 3 2 not be counted in the quorum for that part of the meeting, and
  - 9 13 3 3 withdraw during the vote and have no vote on the matter
- 9 13 4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

## **10 MEMBERS**

- 10 1 The Members of the Company are those whose names are listed in the Register of Members
- 10 2 There shall be a maximum of 8 Members and minimum of 6 Members
- 10 3 No person shall be admitted as a Member of the Company unless,
  - 10 3 1 he or she is approved by the Board of Directors in accordance with a membership policy agreed by the Members from time to time, and
  - 10 3 2 delivers to the company an application for membership in such form (and containing such information) as the Board of Directors require and executed personally or (the case of an organisation) through an appointed representative
- 10 4 **Termination of Membership**
  - 10 4 1 A Member ceases to be a member of the Company in the following circumstances

- 10 4 1 1 they die or cease to exist or they are dissolved or are no longer in existence in the case of corporate bodies,
- 10 4 1 2 they resign in writing,
- 10 4 1 3 the Secretary removes them from the Register of Members, after completing procedures approved by the Board of Directors, on the grounds that
  - (a) the Company has lost contact with the Member, or
  - (b) they are no longer interested in continuing as a Member
- 10 4 1 4 they are removed from membership by resolution of the directors on the ground that in their reasonable opinion the member's continued membership is harmful to the Company The directors may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 Clear Days after receiving notice
- 10 4 1 5 otherwise in accordance with the Articles
- 10 4 2 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the Directors present and voting at a Directors' meeting
- 10 4 3 Membership is not transferable to anyone else

## **11 MEMBERS MEETINGS**

- 11 1 Every calendar year, the Company shall hold an annual Members' meeting
- 11 2 Any other Members' meetings are special Members' meetings
- 11 3 The Board of Directors (except where otherwise provided in the Articles)
  - 11 3 1 convenes Members' meetings,
  - 11 3 2 decides the date, time and place of any Members' meeting and of any adjourned meeting, and
  - 11 3 3 decides whether a Members' meeting will be held at more than one location, and if so, whether simultaneously or at different dates and/or times
- 11 4 **Annual Members meeting**
  - 11 4 1 The functions of the annual Members' meeting shall include

- 11 4 1 1 receiving from the Board of Directors the annual accounts for the previous financial year, a report on the Company's performance in the previous year, and forward plans for the current year and the next year,
- 11 4 1 2 approving by ordinary resolution the remuneration of the Directors for their services to the Company as Directors,
- 11 4 1 3 receiving a statement from the Board of Directors that article 3 1 4 was complied with during the previous financial year, and
- 11 4 1 4 to appoint or remove the Auditor

#### **11 5 Special Members Meetings**

- 11 5 1 Special Members' meetings are to be convened by the Secretary either
  - 11 5 1 1 by order of the Board of Directors, or
  - 11 5 1 2 if required to do so by the Members under the 2006 Act
- 11 5 2 Any requisition must state the purpose for which the meeting is to be convened if the Secretary is not within the United Kingdom or is unwilling to convene a special Members' meeting, any Director may convene the meeting
- 11 5 3 A special Members' meeting called in response to a Members' requisition must be held within 28 days of the date on which the requisition is delivered to the registered office. The meeting is not to transact any business other than that set out in the requisition and the notice convening the meeting

#### **11 6 Members' Meetings: Notice and Quorum**

- 11 6 1 The Directors may call a Members' meeting at any time
- 11 6 2 Notice of a Members' meeting is to be given at least 14 Clear Days before the date of the meeting
  - 11 6 2 1 by notice prominently displayed at the registered office and at all of the Company's places of business, and
  - 11 6 2 2 by notice on the Company's website
- 11 6 3 The notice must be given to Directors and the Auditor, and it must
  - 11 6 3 1 state whether the meeting is an annual or special Members' meeting,
  - 11 6 3 2 give the time, date and place of the meeting, and

11 6 3 3 set out the business to be dealt with at the meeting

11 6 4 The quorum for members' Meetings may be fixed from time to time by a decision of the board, but it must never be less than one third of the Members

11 7 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures

11 8 Article 11 7 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company

## 12 WRITTEN RESOLUTIONS

12 1 Subject to Article 12 3, a written resolution of the Company passed in accordance with this Article 12 shall have effect as if passed by the Company in a Members' meeting

12 1 1 a written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members

12 1 2 a written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members A written resolution is not a special resolution unless it states that it was proposed as a special resolution

12 2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution

12 3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution

12 4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse

12 5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution

12 5 1 If the Document is sent to the Company in hard copy Form, it is authenticated if it bears the member's signature

12 5 2 If the Document is sent to the Company by Electronic Means, it is authenticated if the identity of the member is confirmed in a manner agreed by the Directors

12 6 A written resolution is passed when the required majority of eligible members have signified their agreement to it

12 7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

### **13 RECORDS AND ACCOUNTS**

13 1 The Board of Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of

13 1 1 annual reports,

13 1 2 annual returns, and

13 1 3 annual statements of account

13 2 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member

#### **13 3 Publication of reports by any other external auditor**

The Board of Directors may decide that external auditors shall be appointed to review and deliver a report on aspects of the Company's affairs other than finance. The Company shall provide that any such report is published in such manner as the Board of Directors shall determine

### **14 ALTERATIONS TO ARTICLES**

14 1 Subject to the requirements of the Companies Acts and the Regulations, no new Article shall be made, nor shall any of the Articles be amended, unless it is approved by a majority of three-quarters of the votes cast by the Members at a Members' meeting or by three-quarters of the Company's total Members by written resolution

### **15 ADMINISTRATIVE**

#### **15 1 Settlement of Disputes**

Any dispute, between the Company or an officer of the Company on the one hand and a Member or a person who has for not more than six months ceased to be a Member on the other hand, as to the interpretation of or arising out of the Articles shall (except as otherwise provided in the Articles) be referred, in default of

agreement between the parties to the dispute, to a person appointed by the President of the Chartered Institute of Arbitrators, on application by any of the parties The person so appointed shall act as sole arbitrator in accordance with the Arbitration Act 1996 and such person's decision shall (including any decision as to the costs of the arbitration) be final

## **15 2 Secretary**

15 2 1 The Board of Directors appoints and may remove the Secretary

15 2 2 The Secretary's role includes

15 2 2 1 ensuring good information flows to the Board of Directors,

15 2 2 2 through the Chair advising the Board of Directors on governance matters, and

15 2 2 3 being accessible to all Directors to ensure that procedures are being complied with

15 2 3 The Secretary

15 2 3 1 has the functions set out in the Articles and any other functions which the Board of Directors assigns,

15 2 3 2 acts as secretary to Committees of the Board of Directors, and subject to its approval, may appoint another person for those purposes,

15 2 3 3 acts as returning officer at, and is responsible for the conduct of, all elections described in the Articles, and

15 2 3 4 has absolute discretion to decide any issue or question which the Articles require the Secretary to decide

## **16 INDEMNITY**

16 1 Subject to Article 16 2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against

16 1 1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

16 1 2 any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and

- 16 1 3 any other liability incurred by that Director as an officer of the Company or an associated company
- 16 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- 16 3 In this Article
  - 16 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - 16 3 2 a “relevant Director” means any Director or former Director of the Company or an associated company

## 17 **INSURANCE**

- 17 1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss
- 17 2 In this Article
  - 17 2 1 a “relevant Director” means any Director or former Director of the Company or an associated company,
  - 17 2 2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and
  - 17 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

## 18 **INTERPRETATION**

- 18 1 The Articles should be read and understood on the basis of what is set out below
  - 18 1 1 words in the singular include the plural, and words in the plural include the singular,
  - 18 1 2 any reference to legislation includes any subsequent enactments, amendments and modifications, or any subordinate legislation,
  - 18 1 3 the section, Article and paragraph headings are inserted for convenience only and shall not affect the interpretation of the Articles
- 18 2 The following words and phrases have the special meaning set out below
  - “**2004 Act**” the Companies (Audit, Investigations and Community Enterprise) Act 2004



**“Address”** includes a number or address used for the purposes of sending or receiving Documents by electronic means

**“Articles”** the Company's Articles of Association

**“Asset Locked Body”** a community interest company, charity or a Permitted Industrial and Provident Society or a body established outside the United Kingdom that is equivalent to any of those

**“Board”** the Board of Directors comprised as set out in Article 9 1 1

**“Clear Days”** in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

**“community”** is to be construed in accordance with section 35(5) of the Companies (Audit, Investigations and Community Enterprise) Act 2004

**“Companies Acts”** means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company

**“Company”** a company registered with limited liability under the Companies Act 2006 or any previous Companies Act, or under any law of the country where it is situate whereby it acquires the right of trading as a body corporate with limited liability

**“Conflict of Interest”** means any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company

**“Corporation”** a company or any other body corporate

**“Document”** includes, unless otherwise indicated, any document sent or supplied in electronic form

**“local authority”** is to be construed in accordance with section 67 of the Local Government and Housing Act 1989

**“Local Authority Director”** means any Director who is a Local Authority Associated Person,

**“Local Authority Associated Person”** means any person who,

- (a) is a member of a local authority that is a Member of the Company,
- (b) is an officer of a local authority that is a Member of the Company,
- (c) is both an employee and either a director, manager, secretary or other similar officer of a company which is under the control of a local authority that is a Member of the Company, or

(d) at any time within the preceding four years has been associated with a local authority that is a Member of the Company by virtue of paragraph (a) above

**"permitted industrial and provident society"** means an industrial and provident society which has a restriction on the use of its assets in accordance with regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006,

**"Regulations"** the Community Interest Company Regulations 2005

**"Regulator"** the Regulator of Community Interest Companies

**"Remuneration Committee"** the committee established by the Board of Directors that shall be responsible for determining the remuneration of Directors for their services to the Company as Directors subject to approval by an ordinary resolution of the Members at each annual Members' meeting

**"specified"** means specified in the memorandum or articles of association of the company for the purposes of this paragraph

**"transfer"** includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or a right over, any property

## 19 REVIEW OF ARTICLES

19 1 Before the Company's annual Members' meeting in 2013, the Board shall conduct a review of the Articles (the "Review")

19 2 The Review shall consider

19 2 1 whether the Company should have different constituencies of Member,

19 2 2 whether the Company should have a council of Members or equivalent body that would provide an additional link between the Board and the Members, and if so what the powers of that council of Members or equivalent body should be,

19 2 3 the appropriate balance of the Board between executive and non-executive Directors, and

19 2 4 any means by which, in the reasonable opinion of the Board, democracy and accountability within the Company and accountability to the wider community might be increased

19 3 At the annual Members' meeting in 2013 the Board shall present a report on the Review. At the meeting the Members shall be asked to approve the Review by ordinary resolution

- 19.4 The Review may recommend that amendments be made to the Articles. If so the Members present at the 2013 annual Members' meeting shall vote by special resolution(s) on whether or not to adopt such amendments as amendments to the Articles.

# CIC 37

## Declarations on Conversion to a Community Interest Company<sup>1</sup>

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

|                               |  |
|-------------------------------|--|
| Company Number                | 05383346   |
| Company Name in full          | CO2Sense<br>Limited  |
| Proposed Company Name in full | CO2Sense C.I.C.<br><del>Community Interest Company</del> /C.I.C. (delete as appropriate) |

### SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

- 1 We/~~I~~, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community<sup>2</sup>. [Insert a short description of the community, or section of the community, which it is intended that the company will benefit in the space provided below]<sup>3</sup>

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

Our community is made up of businesses, governmental organizations and community groups locally, regionally, nationally and internationally and, with a particular emphasis on the Yorkshire and the Humber region

**COMPANY NUMBER** 05383346

**SECTION B: Community Interest Statement – Activities & Related Benefit**

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your company is eligible to become a community interest company.

| <b>Activities</b><br>(Tell us here what the company is being set up to do)   | <b>How will the activity benefit the community?</b><br><i>(The community will benefit by )</i>  |
|--|---|
| To promote and facilitate the development and deployment of low carbon and environmentally sustainable technologies, including renewable energy and recycling. | Experts and policy makers agree that if we do not meet our greenhouse gas emissions reduction targets for 2020 and 2050 then our community will face catastrophic climate change, including flooding, drought and famine. Our programme of work will benefit the community by ensuring a reduction in greenhouse gas emissions. Since 2009, we have reduced greenhouse gas emissions by around 1.2 million tonnes.  |
| To provide business support and consultancy to encourage the adoption of low carbon technologies by businesses and community groups.                           | Our programmes will ensure that our community can benefit from the growth of the low carbon economy. In particular we provide businesses, government and community groups with help to: <ul style="list-style-type: none"> <li>• realise financial, environmental and social benefits through owning and operating a range of renewable energy projects</li> <li>• reduce and/or manage their energy and other resource consumption and by implication costs</li> </ul> For example, we have helped the community-owned hydro electricity plant at Settle Hydro to deliver low-cost energy for the community. |
| If the company makes any surplus it will be used for <sup>4</sup> .<br>See continuation sheet  |   |

(Please continue on separate sheet if necessary.)

**COMPANY NUMBER**

05383346

**SECTION C: Declarations on conversion to a community interest company**

**Declaration 1**

We/~~I~~, the undersigned, declare and understand that the company in respect of which this application is made:

(a) cannot be an incorporated charity and a community interest company<sup>v</sup>

AND;

(b) if we are an existing incorporated charity that we have been given written consent from the Charity Commission or the Scottish Charity Regulator<sup>vi</sup> to the company's conversion to a community interest company

**Declaration 2**

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

(a) a political party;

(b) a political campaigning organisation; or

(c) a subsidiary of a political party or of a political campaigning organisation.<sup>vii</sup>

Signed

*Keith Oddington*

Date

03-02-2012

Signed

*B. J. O'Leary*

Date

04-02-2012

Signed

*G. P. O'Leary*

Date

9/2/12

Signed

*H. J. O'Leary*

Date

9.2.2012

Signed

Date

Signed

Date

|        |                      |      |                      |
|--------|----------------------|------|----------------------|
| Signed | <input type="text"/> | Date | <input type="text"/> |
| Signed | <input type="text"/> | Date | <input type="text"/> |
| Signed | <input type="text"/> | Date | <input type="text"/> |
| Signed | <input type="text"/> | Date | <input type="text"/> |

(Please continue on separate sheet if necessary.)

**COMPANY NUMBER**

### **CHECKLIST**

This form must be accompanied by the following documents:

- (a) Special resolution stating the company should become a community interest company.
- (b) Special resolution to alter the company's articles to state that it is to be a community interest company
- (c) Special resolution make such alterations of the company's articles as the company considers necessary to comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (d) Special resolution to change the company's name to comply with section 33 of the Act
- (e) Form NM01- Notice of change of name
- (f) A printed copy of the articles of the company as altered by the special resolutions
- (g) Any completed continuation sheets
- (h) A cheque for £25 made payable to Companies House.

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

|   |                    |
|---|--------------------|
| Steve Gordon  |                    |
| Company Secretary                                   |                    |
| CO2Sense Ltd, Victoria House, Victoria Place, Leeds |                    |
| West Yorkshire                                      | Tel 0113 237 8400  |
| DX Number      /                                    | DX Exchange      / |

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

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

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

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

# CIC36/CIC37

## Continuation Sheet

**COMPANY NAME**

CO2Sense C.I.C.

### SECTION B: COMPANY ACTIVITIES – CONTINUATION SHEET

*Please indicate how it is proposed that the company's activities will benefit the community (or a section of the community). Please provide as much detail as possible to enable the Regulator to make a properly informed decision about whether your company is eligible to be a community interest company. We would find it useful if you brought out how you think your company will be different from a commercial company providing similar services or products for individual, personal gain.*

| <b>Activities</b><br>(Tell us here what the company is being set up to do) | <b>How will the activity benefit the community?</b><br>(The community will benefit by ) |
|--|---|
|  |   |
|  |   |



| <b>Activities</b><br>(Tell us here what the company is being set up to do)   | <b>How will the activity benefit the community?</b><br><i>(The community will benefit by )</i> |
|--|--|
|  |  |
|  |  |
| <p>If the company makes any surplus it will be used for<br/>           The allocation would be endorsed by the C.I.C membership, and prioritised as follows:-</p> <ol style="list-style-type: none"> <li>1. Re-allocation of revenue into the investment fund (for SMEs &amp; Community groups to develop low carbon projects)</li> <li>2. Investment into required infrastructure eg: new computer hardware ( if required )</li> <li>4. Investment in community projects and non income generating low carbon initiatives</li> <li>4. Distribution to staff to recognise performance</li> </ol> |  |



**FILE COPY**

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

Company No. 5383346

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**CO2SENSE LIMITED**

having changed its name; is now a Community Interest Company; and is  
incorporated under the name of:

**CO2SENSE C.I.C.**

Given at Companies House on **15th February 2012**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES