



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 8393792

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

EASITEC

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/Wales

Given at Companies House on **7th February 2013**



N08393792S



Companies House



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

IN01

Application to register a company

100038/40



A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
private or public company

☒ **What this form is NOT for**
You cannot use this form to
register a limited liability partnership.
If you wish to register this, please use form LL IN01.

WEDNESDAY



A11 *A21MABHD* #93
06/02/2013
COMPANIES HOUSE
A37 *A20ZVYGW* #97
28/01/2013
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

EASITEC

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 *

① Duplicate names

Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at:
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at:
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

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

A4 Company type ④

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

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

④ Company type

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

IN01

Application to register a company

A5

Situation of registered office ①

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

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

① Registered office

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

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

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

A6

Registered office address ②

Please give the registered office address of your company

Building name/number G15 , Building LO 11

Street University of Reading, London Road

Post town Reading

County/Region Berkshire

Postcode R G 1 5 A Q

② Registered office address

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

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
☒ Private limited by guarantee
☐ Public company

Option 3

☐ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

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

A8

Restricted company articles ④

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

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2**Proposed officers**

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

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

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

Secretary**B1****Secretary appointments ①**

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

Title*	Mr
Full forename(s)	Kenneth Charles
Surname	Carter
Former name(s) ②	

① **Corporate appointments**
For corporate secretary appointments, please complete section C1-C5 instead of section B.

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

② **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number	G15, Building LO 11
Street	University of Reading, London Road
Post town	Reading
County/Region	Berkshire
Postcode	R G 1 5 A Q
Country	UK


③ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

B3**Signature ④**

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

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>
-----------	--

④ **Signature**
The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

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

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

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

Registered or principal address

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

C2**Location of the registry of the corporate body or firm**

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

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3****EEA companies ②**

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

Where the company/firm is registered ②

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

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

C5**Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

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

IN01

Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	Mr	
Full forename(s)	Michael	
Surname	Duxbury	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Date of birth	<div>d 1 d 7</div> <div>m 0 m 2</div> <div>y 1 y 9</div> <div>' 6 ' 8</div>	
Business occupation (if any) ④	CEO of Charity	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

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

D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	G15, Building LO 11	
Street	University of Reading, London Road	
Post town	Reading	
County/Region	Berkshire	
Postcode	<div>R G 1</div> <div>5 A Q</div>	
Country	UK	

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature</div> <div>X M. DUXBURY X</div>	

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

IN01

Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	Mr
Full forename(s)	Kenneth Charles
Surname	Carter
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	d ² d ⁷ m ⁰ m ⁷ y ¹ y ⁹ y ³ y ⁷
Business occupation (if any) ④	Research Director

① Appointments

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

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2**Director's service address ①**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	G15, Building LO 11
Street	University of Reading, London Road,
Post town	Reading
County/Region	Berkshire
Postcode	R G 1 5 A Q
Country	UK


① Service address

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

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

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

D3**Signature ①**

I consent to act as director of the proposed company named in Section A1	
Signature	<div style="display: flex; align-items: center; justify-content: space-between;"> <div>Signature</div> <div>  </div> <div>X</div> </div>


① Signature

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

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③			
Registration number			
E4	Non-EEA companies		
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
E5	Signature ⑤		
	I consent to act as director of the proposed company named in Section A1		
Signature	Signature 		⑤ Signature The person named above consents to act as corporate director of the proposed company

IN01

Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1**Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3**Totals**

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

Total number of shares

Total aggregate
nominal value ❸

❸ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

❶ Including both the nominal value and any
share premium❷ Number of shares issued multiplied by
nominal value of each share**Continuation Pages**Please use a Statement of Capital continuation
page if necessary

❸ Total number of issued shares in this class

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars
①

① Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

IN01

Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1**Subscribers**

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

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

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

1 Name

Please use capital letters.

2 Address

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

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	Michael
Surname ①	Duxbury
Address ②	G15, Building LO 11, University of Reading, London Road, Reading, Berkshire
Postcode	R G 1 5 A Q
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	Kenneth Charles
Surname ①	Carter
Address ②	G15, Building LO 11, University of Reading, London Road, Reading Berkshire
Postcode	R G 1 5 A Q
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

IN01

Application to register a company

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters

❷ Address

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

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

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

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ^①

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

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

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

Subscriber's signature

Signature

X

MIDU X BURY

X

Subscriber's signature

Signature

X

K. b. b. b. b.

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

IN01

Application to register a company

Subscriber's signature	Signature X	X	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	

H2		Statement of compliance delivered by an agent	
		Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with		
Agent's signature	Signature X	X	

IN01

Application to register a company

**Presenter information**

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

Contact name **Kenneth Charles Carter**

Company name **EASITEC**

Address **G15, Building LO 11,**

University of Reading, London Road

Post town **Reading**

County/Region **Berkshire**

Postcode **R G 1 5 A Q**

Country **UK**

DX

Telephone **01491 - 576281 (Home)**

**Certificate**

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
☐ At the agent's address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☒ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☒ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☒ The document has been signed, where indicated.
- ☒ All relevant attachments have been included.
- ☒ You have enclosed the Memorandum of Association.
- ☒ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

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

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

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

For companies registered in Northern Ireland:

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

Section 243 exemption

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

**Further information**

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

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

Memorandum of Association for a Charitable Company

The Companies Act 2006

Company Limited by Guarantee- not having a share capital.

Memorandum of Association of

EASiTEC

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member.

Name of Each subscriber	Authentication by each subscriber
----------------------------	--------------------------------------

1 Michael Duxbury	MDU X BU
-------------------	----------

2 Kenneth Charles Carter	K. C. Carter
--------------------------	--------------

DATED 18th January, 2013

Articles of Association for a Charitable Company

The Companies Act 2006

Company Limited by Guarantee

Articles of Association of EASiTEC

The Company's name is **EASiTEC** and in this document it is called "charity".

1. Interpretation

Defined terms, unless the context requires otherwise:

"address" means a postal address or for the purposes of electronic communication, fax number, email or postal address or telephone number for receiving text messages in each case registered with the charity;

"the charity" means the company intended to be regulated by the articles;

"articles" means the charity's 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 on which it is to take effect;

"the Commission" means the Charity Commission in England and Wales;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"chairman" has the meaning given in article 12;

"chairman of the meeting" has the meaning given in article 25;

"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;

“director” means a director of the company and trustee of the charity, and includes any person occupying the position of trustee/director, by whatever name called;

“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;

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

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

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

2. 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 charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

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

3. Objects

The Charity's objects ("objects") are specifically restricted to the following:

3 (1) To advance the training, education, product awareness and access to technology for young people and adults, including the elderly, with a variety of disabilities by working with individuals, charities, local authorities, educational establishments, training agencies and mainstream commercial companies; and such other institutions as the trustees may determine.

3 (2) To advance the understanding of the public into the social and technological needs of people, young and old, who have disabilities in the UK as well as others worldwide.

3(3)To enable people with disabilities to have the right to choose technology for their own personal needs whether it is in an educational and home environment, or to enrich their working career.

3 (4) To further such other charitable purposes for the public benefit as are exclusively charitable according to the laws of England and Wales as the trustees may from time to time determine."

4. Powers

In furtherance of the said objects, but not further or otherwise, the Charity shall have the power:

4(1) To establish training centres, including digital ones, of excellence directed toward technological intervention, education and training of young and old people with disabilities;

4(2) To establish accessible and online learning centres directed primarily towards the development and use of ICT (Information Communications & Technology);

4(3)To train IT(Information Technology) focused volunteers ,consultants and others so that they can understand, train and advise people with disabilities about appropriate technology equipment;

4(4).To foster,promote, commission and undertake research and development;

4(5) To disseminate research and development outcomes;

4(6) To foster, initiate and develop projects with manufacturers concerned with inclusive and accessible technologies.

4(7) To provide social opportunities for people with disabilities, their families and peers to encourage co-operation and integration and as a platform for training and education.

4(8)To hold workshops, exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;

4(9)To improve the poverty levels and quality of life for the persons whom the charity is intended to benefit;

4(10)To co-operate and enter into arrangements with any authorities (international, national or local) so they become better suited for either understanding the needs of users, including those with disabilities or the need to provide funds to assist the charity in its work;

4(11)To accept subscriptions, donations, devises and bequests and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, and to maintain and alter any of the same as are necessary for any of the objects of the Charity and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;

4(12)To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, subscriptions or otherwise;

4(13)To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, and other instruments, and to operate bank accounts;

4(14)To raise money for the objects of the company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Charity shall not undertake any permanent trading activities in raising funds for the objects of the Charity;

4(15) To take & accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;

4(16)To invest the moneys of the Charity not immediately required for its objects in or upon such investments, securities, or property as may be thought fit, subject nevertheless to such conditions [if any] and such consents [if any] as may for the time being be imposed or required by law and subject also as hereinafter provided;

4(17)To make any charitable donation either in cash or assets for the furtherance of the objects of the Charity;

4(18)To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Charity;

4(19)To employ and pay any person to supervise, organise, advise and carry on the work of the Company;

4(20)To provide indemnity insurance to cover the liability of the members of the Committee [or any of them] which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company; Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Committee [or any of them] knew to be a breach of trust or a breach or duty or which was committed by the members of the Committee [or any of them] in reckless disregard or whether it was a breach of trust or a breach of duty or not;

4(21)Subject to the provisions of clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants;

4(22)To amalgamate with any companies, institutions, societies, or associations which are charitable at law and have objects altogether or

mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;

4(23) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

4(24) To establish where necessary local branches [whether autonomous or not];

4(25) To do all such other lawful things as shall further the above objects or any of them

5. Members.

5(1) The subscribers to the memorandum are the first members of the Charity.

5(2) Membership is open to other individuals or organisations who:

- (a) apply to the Charity in the form required by the Directors; and
- (b) are approved by the Directors.

5(3) (a) 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 Charity to refuse the application.

(b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) 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.

5(4) Membership is not transferable to anyone else.

- 5(5) The Directors must keep a register of names and addresses of the members.

6. Classes of Membership

- 6(1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 6(2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 6(3) The rights attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 6(4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

7. Termination of Membership

7 Membership is terminated if:

- 7(1) the member dies or, if it is an organisation, ceases to exist,
- 7(2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- 7(3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- 7(4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if.

- (a) 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;
- (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

8. General meetings

- 8(1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 8(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 8(3) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 8(4) The Directors may call an extraordinary general meeting at any time.

9. Notice of general meetings

- 9(1) The minimum periods of notice required to hold a general meeting of the Charity are:
 - twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - fourteen clear days for all other extraordinary general meetings.
- 9(2) A general meeting may be called by shorter notice if it is so agreed:
 - in the case of an annual general meeting, by all the members entitled to attend and vote; and

- in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.

9(3) 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.

9(4) 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 Charity.

10. Proceedings at general meetings

10(1) No business shall be transacted at any general meeting unless a quorum is present.

10(2) A quorum is:

- 3 members entitled to vote upon the business to be conducted at the meeting; or
- one tenth of the total membership at the time whichever is the greater.

10 (3) The following businesses can be transacted only after a vote is passed by the full board of Directors (and not just the quorum)

- The decision to employ and pay any person to supervise, organise, advise and carry on the work of the Company.
- The use of monies held by the company (other than that secured for specific purposes by bids or donated to the Charity for specific purposes).

10(4) The authorised representative of a member organisation shall be counted in the quorum;

10(5) If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Directors shall determine.

10(6) 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.

10(7) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

10(8) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.

10(9) 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.

10(10) If there is only one Director present and willing to act, he or she shall chair the meeting.

10(11) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

10(12) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

10(13) The person who is chairing the meeting must decide the date, time and place at which meeting is to be reconvened unless those details are specified in the resolution.

10(14) 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.

10(15) 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.

10(16) 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

- (a) by the person chairing the meeting; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

10(17)(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

10(18)(a) 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.

- (b) 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.

10(19) (a) 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.

- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

10(20)(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

- (b) 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.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) 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.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

10(21) If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

10(22) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

11. Votes of members

11(1) Every member, whether an individual or an organisation shall have one vote.

11(2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity

11(3) 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.

18(1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

18(2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.

18(3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Directors

19(1) A Director must be a natural person aged 18 years or older.

19(2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31.

11(4) The number of Directors shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

11(5) The first Directors shall be those persons notified to Companies House as the first directors of the Charity.

11(6) A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

12. Powers of Directors

12 (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any

restrictions imposed by the Act, the memorandum, these articles or any special resolution.

- 12 (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 12 (3) 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.

13. Retirement

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 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.

13 (1) 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.

- 13 (2) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

14, The Appointment of Directors

14(1). The Charity 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.

14(2) No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:

14 (3) he or she is recommended for re-election by the Directors; or

14 (4) not less than three nor more than twenty-one clear days before the date of the meeting, the Charity is given a notice that:

- (a) is signed by a member entitled to vote at the meeting;
- (b) states the member's intention to propose the appointment of a person as a Director
- (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
- (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

14(5) 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.

14 (6) The Directors may appoint a person who is willing to act to be a Director.

14 (7) 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.

14(8) The appointment of a Director, whether by the Charity 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.

15. Disqualification and removal of Directors

15.A Director shall cease to hold office if he or she:

- 15 (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
- 15 (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 15 (3) ceases to be a member of the Charity;
- 15 (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- 15 (5) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- 15 (6) 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.

16. Directors' remuneration

- 16 The Directors must not be paid any remuneration unless it is authorised by the other Directors

17. Proceedings of Directors

- 17 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 17 (2) Any Director may call a meeting of the Directors.
- 17 (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
- 17 (4) Questions arising at a meeting shall be decided by a majority of votes.

- 17 (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 17 (6) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- 17 (7) The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
- 17 (8) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 17(9) If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 17 (10) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 36(2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 36(3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.
- 17 (11) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
- 17 (12) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

18. Delegation

18(1) 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.

18(2) The Directors may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee whom they delegate;
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

18(3) The Directors may revoke or alter a delegation.

18(4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

18(5) 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 Charity and any personal interest (including but not limited to any personal financial interest).

18 (6) Subject to paragraph 40(2), 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 constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest 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.

19. Seal

- 19 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

20. Minutes

- 20 The Directors must keep minutes of all:
- 20 (1) appointments of officers made by the Directors;
- 20 (2) proceedings at meetings of the Charity;
- 20 (3) 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.

21. Accounts

- 21 (1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. 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.
- 21 (2) The Directors must keep accounting records as required by sections 221 and 222 of the Act.

22. Annual Report and Return and Register of Charities

22 (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Charity;
- (b) the preparation of an annual report and its transmission to the Commission;
- (c) the preparation of an annual return and its transmission to the Commission.

22(2) Any notice given to or by any person pursuant to the articles:

22 (3) must be in writing; or

22 (4) must be given using electronic communications.

22 (5) The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

22 (6) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

22(7) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

22 (8) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

22 (9) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

22 (10) A notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic communication, 24 hours after it was sent.

23. Indemnity

23 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

24. Rules

24 (1) 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 Charity.

24 (2) The bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Charity (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;

- (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

24 (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

24 (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

24 (5) The rules or bye laws, shall be binding on all members of the Charity. No rules or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

25. Non-profit

All profits are to be put back into the charity and to not be paid to the members. ✓

26. Dissolution ✓

- 26(1) The trustees may dissolve the charity if they decide that it is necessary or desirable to do so. To be effective, a proposal to dissolve the charity must be passed by two thirds' majority of the trustees. Any assets of the charity that are left after the charity's debts have been paid (the net assets) must be given
- (a) to another charity(or other charities with objects that are the same or similar to the charity's own, for the general purposes which fall within the charity's objects.
 - (b) To any charity for use for particular purposes which fall within the Charity's objects.

26(2) Companies House/Charity commission must be notified promptly
That the charity has been dissolved and,if the trustees were obliged
to send the charity's accounts to them for the accounting period
which ended before the dissolution, they must send the
Charity's final accounts.

Names and Addresses of Subscribers

1. Michael Duxbury,9 Mill Lane, Greens Norton,
Towcester, Northants. NN12 8BB

2. Kenneth Charles Carter, 121 Greys Road, Henley-on -
Thames, Oxfordshire.RG9 1TE