



FILE COPY

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

Company No. 7216973

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

WIZZ KIDS (TOTLEY) LIMITED

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 **8th April 2010**



N07216973M



Companies House
— for the record —

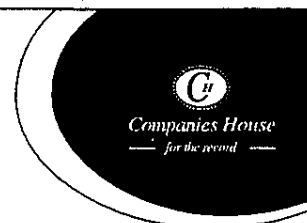


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

802326/20

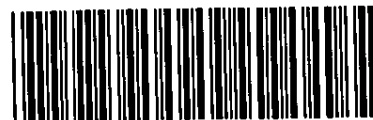


A fee is payable with this form
Please see 'How to pay' on the last page

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

✗ What this form is NOT
You cannot use this form
a limited liability partner
this, please use form LL 11

WEDNESDAY



A13 31/03/2010 224
COMPANIES HOUSE

Part 1 Company details

→ Filling in this form
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

WIZZ KIDS (TOTLEY) LIMITED

For official use

① Duplicate names
Duplicate names are not permitted A
list of registered names can be found
on our website There are various rules
that may affect your choice of name
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

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

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

② Company name restrictions
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

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

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

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

③ Name ending exemption
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

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

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

④ Company type
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5**Situation of registered office ①**

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

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

① Registered office

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

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

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

A6**Registered office address ①**

Please give the registered office address of your company

Building name/number **WIZZ KIDS - TOTLEY PRIMARY SCHOOL**
 Street **SUNNYVALE ROAD**
TOTLEY
 Post town **SHEFFIELD**
 County/Region **S. YORKS**
 Postcode **S17 4FB**

① 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 ①**

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

① For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8**Restricted company articles ①**

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

**① Restricted company articles**

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

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Application to register a company

Part 2**Proposed officers**

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

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

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

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

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

| | |
|------------------|-------------|
| Title* | MR |
| Full forename(s) | MARTIN PAUL |
| Surname | KNOX |
| 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 | WIZZ KIDS |
| Street | TOTLEY PRIMARY SCHOOL SUNNYVALE ROAD |
| Post town | SHEFFIELD |
| County/Region | SOUTH YORKSHIRE |
| Postcode | S17 4FB |
| Country | ENGLAND |

③ Service address

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

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

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

B3**Signature ④**

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

| | |
|-----------|--|
| Signature | Signature X <i>Martin P. Knox</i> X |
|-----------|--|

④ Signature

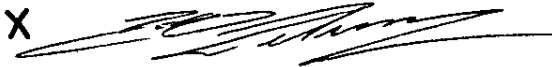
The person named above consents to act as secretary of the proposed company.

IN01 - continuation page
Application to register a company

Secretary

| | | |
|-----------------------------|--|---|
| B1 | Secretary appointments ^① | |
| | Please use this section to list all the secretaries of the company For a corporate secretary, complete Sections C1-C5 | |
| Title* | MR | ① Corporate appointments For corporate secretary appointments, please complete Sections C1-C5 instead of Section B ② Former name(s) Please provide any previous names which have been used for business purposes in the past 20 years Married women do not need to give former names unless previously used for business purposes |
| Full forename(s) | HOWARD ANTHONY | |
| Surname | LEBERMAN | |
| Former name(s) ^② | | |



| | | |
|----------------------|---|---|
| B2 | Secretary's service address ^① | |
| Building name/number | W122 NITSS | 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 secretaries as the company's registered office. If you provide your residential address here it will appear on the public record. |
| Street | TOTEY PRIMARY SCHOOL | |
| | SUNNYVALE ROAD | |
| Post town | SHEFFIELD | |
| County/Region | YORKSHIRE | |
| Postcode | S174FB | |
| Country | UK | |

| | | |
|-----------|--|---|
| B3 | Signature ^① | |
| | I consent to act as secretary of the proposed company named in Section A1 | |
| Signature | <div>Signature X  X</div> | ① Signature The person named above consents to act as secretary of the proposed company |

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Application to register a company

Corporate secretary

| | | |
|--|--|--|
| C1 Corporate secretary appointments ① | | 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 |
| 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 | | |
| 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 | | 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) |
| Where the company/firm is registered ③ | | |
| Registration number | | |
| 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 | | 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 |
| Legal form of the corporate body or firm | | |
| Governing law | | |
| If applicable, where the company/firm is registered ④ | | |
| Registration number | | |
| C5 Signature ⑤ | | |
| I consent to act as secretary of the proposed company named in Section A1 | | ⑤ Signature The person named above consents to act as corporate secretary of the proposed company |
| Signature | Signature   | |

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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) | MARTIN PAUL | |
| Surname | KNOX | |
| Former name(s) ^② | | |
| Country/State of residence ^③ | ENGLAND | |
| Nationality | BRITISH | |
| Date of birth | <div> <div>d</div> <div>2</div> <div>4</div> <div>m</div> <div>1</div> <div>6</div> <div>y</div> <div>1</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>0</div> </div> | |
| Business occupation (if any) ^④ | SELF-EMPLOYED PLUMBER | |

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 | WIZZ KIDS PRE-SCHOOL | |
| Street | TOTLEY PRIMARY SCHOOL | |
| | SUNNYVALE ROAD | |
| Post town | SHEFFIELD | |
| County/Region | SOUTH YORKSHIRE | |
| Postcode | S 1 7 4 F B | |
| Country | ENGLAND | |

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> <div>Signature</div> <div>X</div> <div>Martin P. Knox</div> <div>X</div> </div> | |

① Signature
The person named above consents to act as director of the proposed company.

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Application to register a company

Director

| | | |
|---|---|--|
| D1 | Director appointments ^① | |
| | Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5 | |
| Title* | MRS | |
| Full forename(s) | ANGELA | |
| Surname | LANT | |
| Former name(s) ^② | | |
| Country/State of residence ^③ | ENGLAND | |
| Nationality | BRITISH | |
| Date of birth | <div> <div>d</div> <div>d</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div> 10081966 | |
| Business occupation (if any) ^④ | HEADTEACHER | |

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 | WIZZ KIDS PRE SCHOOL | |
| Street | TOTLEY PRIMARY SCHOOL, | |
| | SUNNYVALE ROAD, | |
| Post town | SHEFFIELD | |
| County/Region | S. YORKS | |
| Postcode | S174FB | |
| Country | ENGLAND | |

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> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div> | |

① Signature
The person named above consents to act as director of the proposed company.

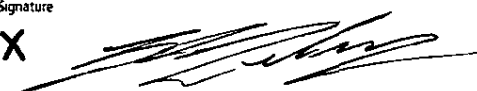
IN01

Application to register a company

Director

| | | | |
|--------------------------------|--|--|---|
| D1 | Director appointments ① | | <p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p> |
| | Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5. | | |
| Title* | MR | | |
| Full forename(s) | HOWARD ANTHONY | | |
| Surname | LEBERMAN | | |
| Former name(s) ② | | | |
| Country/State of residence ③ | ENGLAND | | |
| Nationality | BRITISH | | |
| Date of birth | <div>d</div> 1 <div>d</div> 2 <div>m</div> 0 <div>m</div> 8 <div>y</div> 1 <div>y</div> 9 <div>y</div> 6 <div>y</div> 5 | | |
| Business occupation (if any) ④ | | | |

| | | | |
|----------------------|--|--|---|
| D2 | Director's service address ⑤ | | <p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p> |
| | Please complete the service address below. You must also fill in the director's usual residential address in Section D4. | | |
| Building name/number | WIZZ KIDS | | |
| Street | TOTLEY PRIMARY SCHOOL | | |
| | SUNNYVALE ROAD | | |
| Post town | SHEFFIELD | | |
| County/Region | YORKSHIRE | | |
| Postcode | S174FD | | |
| Country | UK | | |

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

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Application to register a company

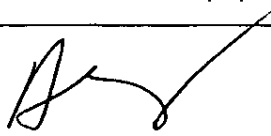
Director

| | | | |
|--------------------------------|---|--|---|
| D1 | Director appointments ① | | |
| | Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5 | | |
| Title* | MRS | | 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. |
| Full forename(s) | ABIGAIL CLARE | | |
| Surname | MCGRAIL | | |
| Former name(s) ② | MCGREGOR | | |
| Country/State of residence ③ | UK | | |
| Nationality | BRITISH | | |
| Date of birth | 24 11 1973 | | |
| Business occupation (if any) ④ | | | |
| 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 | WIZZ KIDS | | 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. |
| Street | TOTLEY PRIMARY SCHOOL | | |
| | SUNNYVALE ROAD | | |
| Post town | SHEFFIELD | | |
| County/Region | SOUTH YORKSHIRE | | |
| Postcode | S17 4FB | | |
| Country | UNITED KINGDOM | | |
| D3 | Signature ⑥ | | |
| | I consent to act as director of the proposed company named in Section A1 | | |
| Signature | Signature X <i>mcgrail</i> X | | ⑥ Signature The person named above consents to act as director of the proposed company. |

IN01

Application to register a company



Director

| | | | |
|--|---|--|---|
| D1 | Director appointments ① | | <p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p> |
| Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5. | | | |
| Title* | MRS | | |
| Full forename(s) | ALISON JANE | | |
| Surname | VICKERS | | |
| Former name(s) ② | | | |
| Country/State of residence ③ | ENGLAND | | |
| Nationality | BRITISH | | |
| Date of birth | d 1 4 m 0 7 y 1 9 6 5 | | |
| Business occupation (if any) ④ | NURSERY MANAGER | | |
| D2 | Director's service address ⑤ | | <p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p> |
| Please complete the service address below. You must also fill in the director's usual residential address in Section D4. | | | |
| Building name/number | WIZZ KIDS | | |
| Street | SUNNYVALE ROAD | | |
| Post town | SHEFFIELD | | |
| County/Region | SOUTH YORKSHIRE | | |
| Postcode | S 1 7 4 F B | | |
| Country | ENGLAND | | |
| D3 | Signature ⑥ | | <p>⑥ Signature The person named above consents to act as director of the proposed company.</p> |
| I consent to act as director of the proposed company named in Section A1. | | | |
| Signature | <div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div>  <div style="margin-left: 20px;">X</div> </div> | | |

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 | | |
| 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 | | 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. |
| 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 ⑤ | | |
| If applicable, the registration number | | |
| E5 Signature ⑥ | | ⑥ Signature The person named above consents to act as corporate director of the proposed company. |
| I consent to act as director of the proposed company named in Section A1 | | |
| Signature | Signature   | |

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

❹ 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 premium

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

❸ Total number of issued shares in this class

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

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 | MARTIN PAUL |
| Surname 1 | KNOX |
| Address 2 | WIZZ KIDS PRE SCHOOL, TOTLEY PRIMARY SUNNYVALE ROAD, SHEFFIELD |
| Postcode | S17 4FB |
| Amount guaranteed 3 | £1 |

Subscriber's details

| | |
|---------------------|---|
| Forename(s) 1 | ANGELA |
| Surname 1 | LANT |
| Address 2 | WIZZ KIDS PRE SCHOOL, TOTLEY PRIMARY SUNNYVALE ROAD, SHEFFIELD |
| Postcode | S17 4FB |
| Amount guaranteed 3 | £1 |

Subscriber's details

| | |
|---------------------|---|
| Forename(s) 1 | HOWARD, ANTHONY |
| Surname 1 | LEBERMAN |
| Address 2 | WIZZ KIDS PRE SCHOOL, TOTLEY PRIMARY SUNNYVALE ROAD, SHEFFIELD |
| Postcode | S17 4FB |
| Amount guaranteed 3 | £1 |

IN01

Application to register a company

Subscriber's details

| | |
|---------------------|---|
| Forename(s) ① | ABIGAIL CLARE |
| Surname ① | M'GRAIL |
| Address ② | WIZZ KIDS, PRE SCHOOL, TOTLEY PRIMARY SUNNYVALE ROAD |
| Postcode | S 1 7 4 F B |
| Amount guaranteed ③ | £1 |

Subscriber's details

| | |
|---------------------|--|
| Forename(s) ① | ALISON JANE |
| Surname ① | VICKERS |
| Address ② | WIZZ KIDS PRE SCHOOL, TOTLEY PRIMARY SUNNYVALE ROAD |
| Postcode | S 1 7 4 F B |
| Amount guaranteed ③ | £1 |

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

① Name

Please use capital letters.

② Address

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

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

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

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


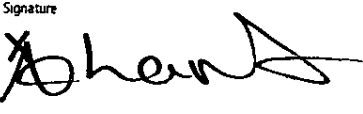

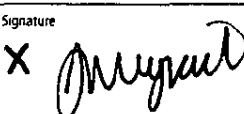
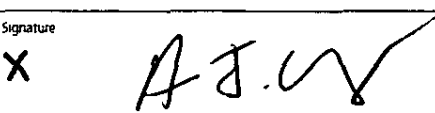
H1

Statement of compliance delivered by the subscribers¹

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

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

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

| | |
|------------------------|--|
| Subscriber's signature | Signature X  X |
| Subscriber's signature | Signature X  X |
| Subscriber's signature | Signature X  X |
| Subscriber's signature | Signature X  X |
| Subscriber's signature | Signature X  X |
| Subscriber's signature | Signature X X X |
| Subscriber's signature | Signature X X X |
| Subscriber's signature | Signature X 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 | |
| Country | |
| | I confirm that the requirements of the Companies Act 2006 as to registration have been complied with |
| Agent's signature | Signature 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 | HOWARD LEBERMAN |
| Company name | WIZZ KIDS (TOTLEY) LTD |
| Address | TOTLEY PRIMARY SCHOOL |
| | SUNNYVALE ROAD |
| | TOTLEY |
| Post town | SHEFFIELD |
| County/Region | S. Yorks. |
| Postcode | S17 4FB |
| Country | ENGLAND |
| DX | |
| Telephone | 0114 2364319 |

**Certificate**

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

- ☒ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

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

**Important information**

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

**How to pay**

A fee of £20 is payable to Companies House to register a company

Make cheques or postal orders payable to 'Companies House'

**Where to send**

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

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

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

For companies registered in Northern Ireland
 The Registrar of Companies, Companies House,
 First Floor, Waterfront Plaza, 8 Laganbank Road,
 Belfast, Northern Ireland, BT1 3BS
 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**


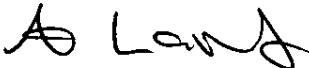


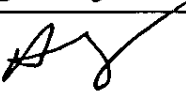
For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

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

COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF WIZZ KIDS(TOTLEY) LIMITED

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

| Name of each subscriber | Authentication by each subscriber |
|-------------------------------|--|
| MARTIN MARTIN KNOX |  |
| Angela Lant |  |
| HOWARD LEBENMAN |  |
| ABBIE MCGRAIL |  |
| ALISON VICKERS |  |
| | |
| | |
| | |
| | |

Dated : 15th MARCH 2010

WEDNESDAY



A13 31/03/2010 227
COMPANIES HOUSE

**COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION OF WIZZ KIDS (TOTLEY) LIMITED

1 INTERPRETATION

In these Articles

1.1 'The 2006 Act' means the Companies Act 2006 as amended

'AGM' means an annual general meeting of the Charity

'these Articles' means these Articles of association

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given by the member organisation in writing to the Secretary. Any such notice of the appointment (or removal) of an authorised representative constitutes conclusive evidence of that person's appointment (or removal)

'Chairperson' means the Chairperson of the Trustees

'the Charity' means the company governed by these Articles

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the relevant event

'the Commission' means the Charity Commissioners for England and Wales

'EGM' means an extraordinary general meeting of the Charity

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'local advisory board' means a panel consisting of private and public sector employers, and representatives of voluntary and community organisations and statutory agencies whose functions is to advise the trustees on local needs, priorities and trends

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to membership of the Charity

'Memorandum' means the Charity's Memorandum of Association

'month' means calendar month

'the Objects' means the Objects of the Charity as defined in Article 3

'Secretary' means the person appointed to carry out the administrative functions on behalf of the charity who may, but need not be, a person appointed under Article 8.1.1



'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects other than trading within the Inland Revenue's permissible limits for the time being

'Trustee' means a director of the Charity and 'Trustees' means all of the directors

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

1 2 Expressions defined in the 2006 Act have the same meaning

1 3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it

2 LIMITATION OF LIABILITY AND GUARANTEE

2 1 The liability of members is limited

2 2 Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

3 REGISTERED OFFICE AND OBJECTS

3 1 The registered office of the Charity is to be in England

3 2 The objects of the Charity ('the Objects') are to enhance the development and education of children primarily under statutory school age by encouraging parents to understand and provide for the needs of their children through community groups and by

3 2 1 offering appropriate play, education and care facilities, family learning and extended hour groups, together with the right of parents to become involved in the activities of such groups, ensuring that such groups offer opportunities for all children whatever their race, culture, religion, means or ability,

3 2 2 encourage the study of the needs of such children and their families and promoting public interest in and recognition of such needs in the local area

3 2 3 instigating and adhering to the furthering the aims and objectives of the Pre-School Learning Alliance

4 POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects

4 1 To promote or carry out research and publish the useful results

4 2 To provide or assist in providing information, training and support to voluntary and community bodies in the Area of Benefit

4 3 To publish or distribute information

4 4 To co-operate with other bodies

- 4 5 To support, administer or set up other charities
- 4 6 To raise funds (but not by means of taxable trading except as permitted by Inland Revenue regulations) and appeal for and receive any contribution, donation, grant or gift of money or property
- 4 7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4 8 To acquire or hire and manage, maintain or improve property of any kind
- 4 9 To sell, let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4 10 To make grants, donations or loans of money and to give or receive guarantees
- 4 11 To set aside funds for special purposes or as reserves against future expenditure
- 4 12 To deposit or invest funds in any manner including establishment of a trading arm (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4 13 To delegate the management of investments to a financial expert, but only on terms that
 - 4 13 1 the Trustees set down the investment policy in writing for the financial expert
 - 4 13 2 every transaction is reported promptly to the Trustees
 - 4 13 3 the performance of the investments is reviewed regularly with the Trustees
 - 4 13 4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4 13 5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4 13 6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - 4 13 7 the financial expert must not do anything outside the powers of the Trustees
- 4 14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4 15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4 16 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty

- 4 17 Subject to Article 5, to employ paid or unpaid agents, staff or advisers and make provision for pensions and superannuation for paid staff
- 4 18 To enter into contracts to provide services to or on behalf of other bodies
- 4 19 To establish subsidiary companies to assist or act as agents for the Charity
- 4 20 To amalgamate with any other charitable body with similar objects
- 4 21 To pay the costs of forming the Charity
- 4 22 To do anything else within the law which promotes or helps to promote the Objects

5 BENEFITS TO MEMBERS AND TRUSTEES

- 5 1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
 - 5 1 1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
 - 5 1 2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
 - 5 1 3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
 - 5 1 4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 5 2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
 - 5 2 1 as mentioned in Articles 4 16, 5 1 2, 5 1 3 or 5 3
 - 5 2 2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
 - 5 2 3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 5 2 4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
 - 5 2 5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5 3 Any Trustee (or any firm or company of which a Trustee is a partner, member, consultant or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
 - 5 3 1 the goods or services are actually required by the Charity
 - 5 3 2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 5 4
 - 5 3 3 no more than one half of the Trustees are subject to such a contract in any financial year
 - 5 3 4 the reason for any award to a Trustee of a contract is entered into the Trustees' minute book
- 5 4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a sub-committee the Trustee concerned must
 - 5 4 1 declare an interest at or before discussion begins on the matter
 - 5 4 2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5 4 3 not be counted in the quorum for that part of the meeting

- 5 4 4 withdraw during the vote and have no vote on the matter
- 5 5 Where a Trustee has or may have an actual or potential conflict of interest under 5 4 above, the remaining Trustees may, by a simple majority vote at a quorate Trustees' meeting, and under the provisions of sections 175 and 181 of the 2006 Act, authorise that Trustee to continue to act despite the conflict or potential conflict
- 5 6 For the purposes of this Article 5, "Charity" includes
- 5 6 1 any subsidiary, trading arm or other company controlled by the Charity
- 5 6 2 any company to which the Charity has the right to appoint at least one director
- 5 7 For the purpose of this Article 5, "Trustee" includes a trustee's child, parent, grandchild, grandparent, brother, sister, spouse or cohabitee
- 5 8 This Article 5 may not be amended without the prior written consent of the Commission

6 THE TRUSTEES

- 6 1 The Trustees as charity trustees have control of the Charity and its property and funds
- 6 2 There must not be fewer than three Trustees but, subject to Article 6 8, there is no maximum number
- 6 3 A person qualified and wishing to become a trustee must be aged 18 years or over and must either be recommended by the Trustees or be nominated for election by a member of the Charity. A nomination for election from a member must be signed by that member and by the person being nominated, and it must be lodged with the Secretary not less than 7 nor more than 28 clear days before the date of the AGM. The nomination form must contain the same details as that required of a director by Companies House
- 6 4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 6 5 All Trustees must retire at each AGM but may offer themselves for re-election or further co-option
- 6 6 A Trustee's term of office automatically terminates if he or she
- 6 6 1 is disqualified under the 2006 Act or Charities Acts 1993 or 2006 from acting as a company director or a charity trustee
- 6 6 2 is incapable, whether mentally or physically, of managing his or her own affairs
- 6 6 3 is absent from five consecutive meetings of the Trustees
- 6 6 4 ceases to be a member of the organisation of which s/he is an authorised representative ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on her/him/it resuming membership of the Charity before the next AGM)
- 6 6 5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
- 6 6 6 is removed under Article 6 10
- 6 6 7 fails to declare a payment or benefit as required by Article 5 4 above
- 6 6 8 ceases to have a required qualification as previously agreed by the members
- 6 7 The Trustees may at any time co-opt any individual duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM and the total number of co-optees at any one time shall not be more than one-half the elected Trustees

- 6 8 The Charity may increase or reduce the maximum number of Trustees by passing an ordinary resolution, provided that the number is not reduced to below three. If the total number of Trustees falls below the quorum, then the remaining Trustee(s) can continue to act, but only in order to appoint more Trustees or call a general meeting of the Charity.
- 6 9 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 6 10 The Charity's members voting in a General Meeting, can remove any Trustee by an ordinary resolution with special notice given according to section 168 of the 2006 Act, after the Meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views. The members can replace a Trustee once s/he is removed.

7 PROCEEDINGS OF TRUSTEES

- 7 1 The Trustees must hold at least 2 meetings each year, but otherwise can arrange and hold their meetings as they see fit. A quorum at a meeting of the Trustees is one-third of the Trustees with a minimum of 2.
- 7 2 Any Trustee may request a Trustees' meeting and the Secretary must call a meeting if a Trustee requests it.
- 7 3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 7 4 The Chairperson presides at each meeting of the Trustees. If within 15 minutes of the start of the meeting, the Chairperson is unable or unwilling to preside, then the Vice-Chairperson or (if the Vice-Chairperson is also unable or unwilling), another Trustee elected by those present, presides at the meeting.
- 7 5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 7 6 Except for the Chairperson of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 7 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting. A defect in the appointment or qualification of a Trustee, of which the Trustees are unaware at the time, does not invalidate any decision taken at a meeting provided the decision would still have been taken by a quorate majority of the Trustees without counting that Trustee's vote.
- 7 8 The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 7 9 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. The Trustees shall authorise, in writing, the Treasurer, the Secretary and up to three other Trustees and, if considered appropriate, one named member of staff to sign cheques on behalf of the Charity. Cheques may be signed by one

authorised person up to a given level (to be determined by the Trustees from time to time) and any two authorised signatories over this limit

- 7 10 The Trustees may co-opt any individual to be a non-voting observer or adviser at their meetings and for such period as the Trustees may think fit

8 POWERS OF TRUSTEES

- 8 1 The Trustees have the following powers in the administration of the Charity

- 8 1 1 to appoint (and remove) any person (who may but need not be a Trustee) to carry out the duties formerly required of company secretaries under the 1985 Act and to remunerate that person if s/he is not a Trustee or if s/he is a Trustee, under the provisions of Articles 5 2 and 5 3
- 8 1 2 to appoint working parties (consisting wholly or in part of Trustees) to consider and make recommendations (but not take decisions)
- 8 1 3 to delegate any of their functions to sub-committees consisting of three or more individuals appointed by them (but at least one member of every sub-committee must be a Trustee and all proceedings of sub-committees must be reported promptly to the Trustees)
- 8 1 4 to make Standing Orders consistent with these Articles and the 2006 Act, to govern proceedings at general meetings and the powers of sub-committees
- 8 1 5 to make Rules consistent with these Articles and the 2006 Act to govern proceedings at their meetings and at meetings of sub-committees
- 8 1 6 to make Regulations consistent with these Articles and the 2006 Act to govern the membership and administration of the Charity, the use of its premises, and the use of its seal (if any)
- 8 1 7 to establish procedures to assist the resolution of disputes within the Charity
- 8 1 8 to exercise any powers of the Charity which are not reserved to a general meeting

- 8 2 The Trustees must take all steps they deem necessary to bring all standing orders, rules or regulations to the notice of the Charity's members

9 MEMBERSHIP

- 9 1 The number of members with which the company proposes to be registered is unlimited and the subscribers to the Memorandum shall be the first members of the Charity
- 9 2 The Charity must maintain a register of members and a register of Directors' (Trustees) and Company Secretaries and a register of Directors'/Trustees' Interests
- 9 3 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who
- 9 3 1 has paid any annual subscription
 - 9 3 2 (being an organisation), has objects consistent with those of the charity
 - 9 3 3 applies to the Charity in the form required by the Trustees
 - 9 3 4 is approved by the Trustees and

- 9 3 5 signs the Register of members or consents in writing to become a member either personally or in the case of a member organisation through an authorised representative
- 9 4 The Trustees may only refuse an application for membership if doing so would, in their reasonable and proper opinion, be in the best interests of the Charity
- 9 5 The Trustees may establish different classes of membership and prescribe their respective rights and obligations and set the amounts of any subscriptions. The rights and obligations of members must be set out in the register of members and can only be altered by the Charity voting by special resolution in general meeting under Article 10 12
- 9 6 Membership is terminated if the member concerned
- 9 6 1 gives written notice of resignation to the Charity
 - 9 6 2 dies or in the case of an organisation ceases to exist
 - 9 6 3 is six months in arrears in paying the relevant subscription (if any) but in such a case the member may be reinstated on payment of the amount due or
 - 9 6 4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only 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)
 - 9 6 5 fails to notify the Charity of any change of address within 3 months after the change
 - 9 6 6 ceases to comply with the conditions of membership
- 9 7 Membership of the Charity is not transferable

10 GENERAL MEETINGS

- 10 1 Individual members are entitled to attend general meetings either personally or by proxy and member organisations either by an authorised representative or by proxy. Subject to Article 10 12 below and the provisions of the 2006 Act, an Annual General Meeting or an Extraordinary General Meeting must be called on at least 14 clear days written notice specifying the business to be discussed except if a special resolution is to be passed, in which case the notice period is 21 clear days
- 10 2 If a General Meeting is called at shorter notice, it will be valid if this is agreed by 90% of the members entitled to attend and vote
- 10 3 There is a quorum at a general meeting if the number of members or authorised representatives personally present or present by proxy is at least 10% or three members whichever is larger. No business can be transacted unless a quorum is present and, if a meeting begins or becomes inquorate, then it must be adjourned and re-convened. The Chairperson, with the consent of the members present, can adjourn either an inquorate meeting or a quorate meeting with unfinished business for up to 30 days. If a quorum is not present within 15 minutes of the start of the reconvened meeting, then the members present at that time will constitute the quorum
- 10 4 The Chairperson presides at a general meeting. If within 15 minutes of the start of the meeting, the Chairperson is unable or unwilling to preside, then the Vice-Chairperson or (if the Vice-Chairperson is also unable or unwilling), some other Trustee elected by those present, presides at a general meeting. If only one Trustee is present and willing to act, s/he must preside at the meeting
- 10 5 Except where otherwise provided by the 2006 Act, every issue is decided by a simple majority of the votes (ordinary resolution) cast on a show of hands. The Trustees may make Standing Orders

under Article 8.4 to allow members to exercise postal votes. The Standing Order permitting a postal vote must set out the postal vote form to be used. The Chairperson or any two members or any member having 10% of the voting rights may ask for a count of votes (poll) and provisions of section 321(2) of the 2006 Act will then apply.

- 10.6 Except for the Chairperson of the meeting, who (being a member or an authorised representative) has a second or casting vote, every member present in person or by proxy or through an authorised representative has one vote on each issue. Any member wishing to challenge the qualification of any other member to vote must do so at the meeting at which the vote is taken. The Chairperson's decision on the matter is final.
- 10.7 A written resolution sent to all members and signed by the requisite majority of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. Ordinary written resolutions must be signed by a simple majority of voting members and special resolutions by at least 75% of voting members. Organisational members must sign a written resolution through a representative. A written resolution may be circulated in more than one copy. Each written resolution (or copy) must be accompanied by a statement explaining how it should be signed and specifying the date by which it must be passed. A copy of the resolution and statement must also be sent to the Charity's auditors or independent examiners. It will be treated as passed on the date specified, provided that the resolution (including all copies) and containing all the required signatures has been returned to the Charity's registered office within 28 days of its first being circulated.
- 10.8 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM must be held within 18 months after the Charity's incorporation and subsequent AGMs must be held at intervals of not more than 15 months.
- 10.9 At an AGM the members
- 10.9.1 receive the accounts of the Charity for the previous financial year
 - 10.9.2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 10.9.3 receive the report from the Local Advisory Board (if any)
 - 10.9.4 accept the retirement of those Trustees who wish to retire
 - 10.9.5 elect persons to be Trustees to fill the vacancies arising
 - 10.9.6 appoint auditors or independent examiners for the Charity
 - 10.9.7 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity
 - 10.9.8 discuss and determine any issues of policy or deal with any other business put before them
- 10.10 Any general meeting which is not an AGM is an EGM.
- 10.11 A general meeting may be called at any time by the Trustees and must be called within 28 days on a written request from at least 10% of the members, or, if more than 12 months has elapsed since the last general meeting, from at least 5% of the members.
- 10.12 Any amendment to the Charity's Articles must be passed by a special written resolution or by a special resolution (i.e. on not less than 75% majority vote) at a general meeting held at not less than 21 days' notice. Notice of the resolution, once passed, must be sent to the Commission and to Companies House within 14 days, together with a copy of the amended Articles. No amendment to the Articles may operate to invalidate any previous action of the Trustees. No amendment may be made to Articles 3, 5 or 13 or to this Article 10.12 without the prior consent in writing of the Commission.

11 RECORDS & ACCOUNTS

- 11 1 The Trustees must comply with the requirements of the 2006 Act and the Charities Acts 1993 and 2006 as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
 - 11 1 1 annual reports
 - 11 1 2 annual returns
 - 11 1 3 annual financial statements of account
- 11 2 The Trustees must keep (and, where required by the 2006 Act, retain for at least 10 years) proper records of
 - 11 2 1 all proceedings at general meetings, Trustees' meetings and sub-committee meetings, including details of those present, any decisions made and (where appropriate) the reasons for those decisions
 - 11 2 2 all reports of committees and
 - 11 2 3 all professional advice obtained
- 11 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 11 4 A copy of the Charity's latest available statement of account must be
 - 11 4 1 supplied on request to any Trustee or member, or to any other individual who makes a written request and pays the Charity's reasonable costs, within two months and
 - 11 4 2 sent to each member at least 21 days before an AGM, together with a copy of the Auditor's Report and the Trustees' Annual Report
- 11 5 If the 2006 Act requires something to be done by both a Trustee and the Secretary, then the same person acting in both capacities cannot do this
- 11 6 The Trustees may each year carry out a social audit through an independent assessor, in addition to the financial audit or independent examination. The purposes of the social audit are to
 - 11 6 1 identify the social costs and benefits of the Charity's work
 - 11 6 2 enable non-financial assessments of the Charity's performance to be made
 - 11 6 3 assess the Charity's internal democracy and decision-making
 - 11 6 4 assess its effects on beneficiaries, users and partners, the wages, health and safety, training, development and job satisfaction of its employees and volunteers, and its compliance in general with the principles of good human resource management

12 NOTICES

- 12 1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Charity
- 12 2 The only address at which a member is entitled to receive notices is the address shown in the register of members and a member's presence at a general meeting shall be proof of her/his receiving a notice and its contents
- 12 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 12 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 12 3 2 two clear days after being sent by first class post to that address

- 12 3 3 three clear days after being sent by second class or overseas post to that address
- 12 3 4 on the date of publication of a newspaper containing the notice
- 12 3 5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
- 12 3 6 as soon as the member acknowledges actual receipt
- 12 4 A notice of a general meeting must state the date, time and place of the meeting, the business to be transacted and whether it is an AGM or an EGM
- 12 5 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

13 DISSOLUTION

- 13 1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways
 - 13 1 1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
 - 13 1 2 directly for the Objects or charitable purposes within or similar to the Objects
 - 13 1 3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 13 2 A final report and statement of account must be sent to the Commission

14 INDEMNITY

- 14 1 Unless the provisions and operation of this Article are avoided by any provision of the 2006 Act, every Trustee and every Officer or employee of the Charity shall be indemnified by the Charity out of its funds against all costs, losses, charges, expenses and liabilities sustained or incurred by her/him
 - 14 1 1 in defending any proceedings (whether civil or criminal) in respect of any negligence, default, breach of duty or of trust of which s/he may be guilty in relation to the Charity and in which judgment is given in her/his favour or in which s/he is acquitted or in respect of which relief is granted to her or him by the Court under the provisions of the 2006 Act or by the Commission, or
 - 14 1 2 in respect of any contract entered into or act or deed done by her/him by virtue of her/his instructions or authority from the Trustees or in any way in the discharge of her/his duties

RULES MADE UNDER ARTICLE 8.1.4

10 REGULATIONS FOR A PROXY VOTE AND PROXY FORMS

- 1 In order for a proxy vote to be valid, a member appointing a proxy to vote at general meetings of the Charity must sign the proxy form personally or by a duly authorised attorney and comply with the rules set out below
- 2 The content of the proxy forms is set out below
- 3 If the proxy form is signed by someone having a power of attorney for the member, then a copy of the power of attorney must be sent to the address of the Charity designated on the proxy form ("the designated address") at the same time as the signed proxy form
- 4 The designated address may be a postal or an email address
- 5 A signed proxy form for a general meeting must be sent either by post or email to the designated address to arrive at least 48 hours before the time the general meeting is due to start
- 6 The proxy form, once signed, shall be deemed to give the proxy power to demand or join in demanding a poll (that is, a counted vote) on any issue
- 7 If the proxy form is to be used to vote on a poll, it must be sent to the designated address to arrive at least 24 hours before the time the poll is due to be held
- 8 If a poll is not taken immediately after it has been demanded, but is taken within 48 hours after being demanded, then the proxy form may be delivered to the Chair or any trustee at the meeting where the poll was demanded
- 9 Where a member revokes the appointment of her/his/its proxy or a member organisation revokes the authority of its representative, the vote of the proxy or the representative will still be valid unless notice of the revocation has been received at the designated address before the start of the meeting where the vote is taken or the time a poll was held (if it is held on a later date)

PROXY FORM

"NAME OF CHARITY

I _____ (name of member)

of _____ (address of member)

a member of the above company **HEREBY APPOINT**

_____ (name of proxy)

of _____ (address of proxy)

and failing her/him/it

_____ (name of alternate proxy)

of _____ (address of alternate proxy)

to vote for me/us on my/our behalf at the General Meeting to be held on the _____

[date] and at every adjournment thereof As witness my hand this _____ day of _____ 20

Signed _____ [signature of member or member's duly appointed attorney]

Where the proxy form requires that the proxy should vote for or against a resolution then the form is as follows

"NAME OF CHARITY

I _____ (name of member)
of _____ (address of member)
a member of the above company

HEREBY APPOINT

_____ (name of proxy)
of _____ (address of proxy)
and failing her/him/it
_____ (name of alternate proxy)
of _____ (address of alternate proxy)

to vote for me/us on my/our behalf at the General Meeting to be held on the _____
[date] and at every adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

- ☐ Resolution No 1 *for *against
 - ☐ Resolution No 2 *for *against
 - ☐ Resolution No 3 *for *against
- *Strike out whichever is not desired

As witness my hand this _____ day of _____ 20

Signed _____ [signature of member or member's duly appointed attorney]