



FILE COPY

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

Company No. 2774839

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

HELIOS SERVICES LIMITED

has by special resolution changed its name; is now a Community Interest Company; and is incorporated under the name of:

**HELIOS SERVICES COMMUNITY INTEREST
COMPANY**

Given at Companies House on **24th July 2008**



C02774839N



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company Number 2774839

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HELIOS SERVICES LIMITED (the "Company")

14 May 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole member (the "**Sole Member**") of the Company passes the following special resolutions

IT WAS RESOLVED THAT:

- 1 In relation to the decision to convert the Company into a community interest company (the "**Proposed Conversion**")
 - (a) The Proposed Conversion be and is hereby authorised, and
 - (b) the directors be authorised to execute all related documents and do all such other acts as necessary, to effect the Proposed Conversion
- 2 The Company's name be changed to Helios Services Community Interest Company,
- 3 In relation to the Company's memorandum of association
 - (a) The following clause be added

"(1) The company's name is Helios Services Community Interest Company The Company is to be a community interest Company "
 - (b) the Company's present memorandum association be altered so as to take the form of the amended memorandum association attached to this resolution
- 4 The Company's present articles of association be replaced entirely with the new articles of association attached to this resolution (the "**New Articles**"), in substitution for, and to the exclusion of, any articles of association of the Company previously registered with the Registrar of Companies
- 5 Further to Articles 24 and 29 of the New Articles
 - (a) the authorised share capital of the company be increased from £100 00 divided into 100 shares of £1 00 each to £2000 00 divided into 2000 shares of £1 00 each, and
 - (b) the Sole Member acquire the entire unissued authorised share capital of the Company, being 1998 shares,

TUESDAY



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- (c) to this effect, the directors be authorised to allot a further 1998 shares in favour of the Sole Member, and
- (d) the directors be authorised to file the necessary forms at Companies House and update the register of shareholders of the Company to effect these transactions, and any two directors or a director and the secretary be authorised to execute and deliver a share certificate in relation to the allotment, in the name of the Sole Member, and to the Sole Member accordingly

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, both entitled to vote on the Resolution on 14 May 2008, hereby irrevocably agree to the Resolution

Signed by Greg Branson for and behalf of the Helios Foundation as Sole Member



Date 14th May 2008

Signed by Alan Eyre for and behalf of the Helios Foundation as Sole Member



Date 14 May 2008

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Greg Branson, Helios Services Limited, 45C St Augustine's Road, London NW1 9RL
- **Post** returning the signed copy by post to Greg Branson, Helios Services Limited, 45C St Augustine's Road, London NW1 9RL
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to heliosc@dialstart.net Please enter "Written resolutions dated 14 May 2008" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 23 June 2008, sufficient agreement has been received for the Résolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

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CIC 37

Declarations on Conversion to a Community Interest Company

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

Company Number 2774839

**Company Name in
full** HELIOS SERVICES LIMITED

**Proposed Company
Name in full** HELIOS SERVICES COMMUNITY INTEREST COMPANY

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COMPANY NUMBER 2774839

SECTION A: DECLARATIONS ON CONVERSION TO A COMMUNITY INTEREST COMPANY

1 We/~~I~~, the undersigned, declare that the company whose name appears above is not.

- (a) a political party;
- (b) a political campaigning organisation; or
- (c) a subsidiary of a political party or of a political campaigning organisation.
(as defined by regulation 2 of the Community Interest Company Regulations 2005) ("**the Regulations**"). (*See note 1.*)

2A. We/~~I~~ further declare that the company is not a charity (as defined in the Charities Act 1993) or a Scottish charity or a Northern Ireland charity (as defined in section 63(1) of the Companies (Audit, Investigations and Community Enterprise) Act 2004 ("**the Act**").

~~2B. We/~~I~~ further declare that:~~

- ~~(a) the company is not a Scottish charity or Northern Ireland charity (as defined in section 40 and 40A of the Companies (Audit, Investigations and Community Enterprise) Act 2004 ("**the Act**") (*see note 2*), and~~
- ~~(b) the Charity Commissioners have given the company written consent to change its name to comply with section 33 of the Act (*See note 3*)~~

[Note: you must delete either declaration 2A or declaration 2B, but not both of them. (*See note 4*)]

1. We/~~I~~ further declare that the company will carry on its activities for the benefit of the community, or a section of the community, (as defined in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 ("**the Act**") and the Regulations Please insert a short description of the community, or section of the community, which it is intended that the company will benefit, in the space provided below (*See note 5*).

The company's activities will provide benefit to

Those suffering from chronic physical illness, mental, emotional and psychological problems

COMPANY NUMBER 2774839

SECTION B: COMPANY ACTIVITIES

Please indicate how it is proposed that the company's activities will benefit the community (or a section of the community). Please provide as much detail as possible to enable the Regulator to make a properly informed decision about whether your company is eligible to become a community interest company (see note 6). We would find it useful if you brought out how you think your company will be different from a commercial company providing similar services or products for individual, personal gain.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by)
Please see the continuation sheets attached	
If the company makes any surplus it will be used for Surplus profits will be donated to The Helios Foundation, the sole member parent of the company, and the asset-locked body mentioned in Article 4 of the the company's articles This guarantees that the company's profits are used entirely for public benefit Upon receipt of these profits, The Helios Foundation will determine the most appropriate method of applying the funds	

(Please continue on separate continuation sheet if necessary)

HELIOS SERVICES LIMITED

FORM CIC37

CONTINUATION SHEET

PART B: COMPANY ACTIVITIES

Activities	How will the activity benefit the community?
The company will manage the London Helios Centre, which provides a range of complementary therapies and alternative medicine, psychotherapy and counselling to those suffering from chronic physical illness, mental, emotional and psychological problems, either at no charge or at a reduced cost. Complementary medicines and other such remedies will also be made available on this basis.	The community benefits by having an accessible, reliable and affordable health service, available to all members of the public irrespective of location, budget or other such constraints.
The company will also manage the HIV, Hepatitis C, and other such programmes designed to target those suffering from chronic physical illnesses, mental, emotional and psychological problems through a series of complementary therapies and alternative medicine, psychotherapy and counselling sessions.	<p>Patients will have access to an alternative form of medicine, enabling them to autonomously decide on the best treatment for their individual needs, vis à vis conventional medicine.</p> <p>It is anticipated that such programmes will heighten awareness generally of the effectiveness of complementary therapies and alternative medicine, to treat such conditions.</p>
The company will also operate as a central consortium, offering support and guidance for those practicing, or interested in practicing complementary therapies and alternative medicine, psychotherapy and counselling. Activities in this regard include the provision of training courses and the dissemination of information and know-how to educate and train practitioners and potential practitioners.	The community benefits by having a team of informative, trained and experienced therapists as part of the health service.
The company will take ownership of, and lease out the building located at 16 Judd.	As a key source of income, rental profits will enable the company to continue running the

Street, London, WC1H 9NS primarily to practioners providing health services to patients on behalf of Helios Services Community Interest Company One part of the building will also be leased out to The Helios Foundation, the sole member parent of the company	London Helios Centre, with an established place of business Such funds may be applied to the payment of bills, practitioner fees (if and where applicable) and stock, as examples
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COMPANY NUMBER

2774839

SECTION C: SIGNATORIES

Each person who is a director of the company must sign the declarations.

Signed

N. Kappenberg

Date

14.05.08

Signed

N. Carr

Date

14.05.08

Signed

Philip O'Neill

Date

14.05.08

Signed

Date

Signed

Date

(Please continue on separate continuation sheet if necessary.)

CHECKLIST

These declarations must be accompanied by the following documents – have you included them with your application?

- (a) Special resolution to alter the company's memorandum to state that it is to be a community interest company
- (b) Special resolutions under the Companies Act 1985 or Companies (Northern Ireland) Order 1986 to make such alterations of the company's memorandum and articles as the company considers necessary to comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (c) Special resolution to change the company's name to comply with section 33 of the Act
- (d) Copy of the memorandum and articles of the company as altered by the special resolutions
- (e) Any completed continuation sheets

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

Nana Prempeh

Milbank, Tweed, Hadley & McCloy

10 Gresham Street, London

EC2V 7JD

Tel 0207 615 3063

DX Number

DX Exchange

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

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

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