



FILE COPY

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

Company No. 7990533

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

ALLESLEY PARK COMMUNITY SERVICES LTD

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 **14th March 2012**



N07990533N



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

400509/40

In accordance with
Section 9 of the
Companies Act 2006

IN01

Application to register a company



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 NO**
You cannot use this form
for a limited liability partner
this, please use form LL

FRIDAY



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A06

09/03/2012

#284

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

Allesley Park Community Services Ltd

For official use

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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 ②

Please give the registered office address of your company

Building name/number 87
 Street CROSBIE ROAD
 CHAPEL FIELDS
 Post town COVENTRY
 County/Region WEST MIDLANDS
 Postcode CV5 8FX

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

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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*	
Full forename(s)	
Surname	
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	
Street	
Post town	
County/Region	
Postcode	
Country	

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="text-align: center;"> <div>Signature</div> <div>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		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		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		
C4 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 ④		
Registration number		
C5 Signature ⑤		⑤ Signature The person named above consents to act as corporate secretary of the proposed company
I consent to act as secretary of the proposed company named in Section A1		
Signature	Signature  	

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	MR	
Full forename(s)	ROGER LEONARD	
Surname	ARCHER	
Former name(s) ②		
Country/State of residence ③	U.K	
Nationality	BRITISH	
Date of birth	d 1 5 m 11 y 19 4 8	
Business occupation (if any) ④	RETIRED	

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.

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		
Street	THE COMPANY'S REGISTERED OFFICE	
Post town		
County/Region		
Postcode		
Country		

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	Signature X <i>R. Archer</i> X	

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

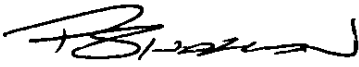
IN01 – continuation page

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>
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5.			
Title*	MRS		
Full forename(s)	PAMELA		
Surname	HALLIGAN		
Former name(s) ^②	—		
Country/State of residence ^③	UK		
Nationality	BRITISH		
Date of birth	d 1 3 m 0 6 y 1 9 7 0		
Business occupation (if any) ^④	PRE-SCHOOL 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			
Street	THE COMPANY'S REGISTERED OFFICE		
Post town			
County/Region			
Postcode			
Country			

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: 10px;">X</div> <div style="flex-grow: 1; text-align: center;">  </div> <div style="margin-left: 10px;">X</div> </div>		

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	MR	
Full forename(s)	DAVID	
Surname	SEMPLE	
Former name(s) ^②		
Country/State of residence ^③	UK	
Nationality	BRITISH	
Date of birth	d 01 m 09 y 1939	
Business occupation (if any) ^④	RETIRED	

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.

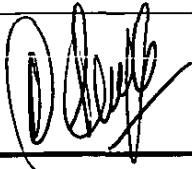
④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

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		
Street	THE COMPANY'S REGISTERED OFFICE	
Post town		
County/Region		
Postcode		
Country		

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	Signature X  X	

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

IN01 – continuation page

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>
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5.			
Title*	MRS		
Full forename(s)	LYNNE		
Surname	STANWAY		
Former name(s) ^②	—		
Country/State of residence ^③	U K		
Nationality	BRITISH		
Date of birth	26 04 1960		
Business occupation (if any) ^④	COMMUNITY CENTRE MANAGER		

D2	Director's service address ^①		<p>① 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			
Street	THE COMPANY'S REGISTERED OFFICE		
Post town			
County/Region			
Postcode			
Country			

D3	Signature ^①		<p>① 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	Signature X L Stanway X		

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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	<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			
E2	Location of the registry of the corporate body or firm Is the corporate director registered within the European Economic Area (EEA)? <div style="display: flex; justify-content: space-around;"> → Yes Complete Section E3 only → No Complete Section E4 only </div>		
E3	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			
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		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			
If applicable, the registration number			
E5	Signature ^⑤ I consent to act as director of the proposed company named in Section A1		⑤ Signature The person named above consents to act as corporate director of the proposed company
Signature	Signature <div style="display: flex; align-items: center; justify-content: space-between;"> X X </div>		

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
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 ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium

② Total number of issued shares in this class.

③ Number of shares issued multiplied by
nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

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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

0

0 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

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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>

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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 ROGER
Surname ① ARCHER
Address ② THE COMPANY'S REGISTERED OFFICE
Postcode
Amount guaranteed ③ £1-00

Subscriber's details

Forename(s) ① LYNNE
Surname ① STANWAY
Address ② THE COMPANY'S REGISTERED OFFICE
Postcode
Amount guaranteed ③ £1-00

Subscriber's details

Forename(s) ① PAMELA
Surname ① HALLIGAN
Address ② THE COMPANY'S REGISTERED OFFICE
Postcode
Amount guaranteed ③ £1-00

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Subscriber's details

Forename(s) ①	DAVID
Surname ①	SEMPLE
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1-00

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	

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)




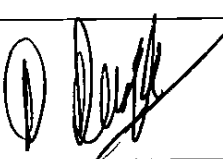
H1

Statement of compliance delivered by the 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  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
Subscriber's signature	Signature X X

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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

NICK WILSON

Company name

CWCOA

Address

THE SCALA

115 A FAR GOSFORD ST

Post town

COVENTRY

Country/Region

WEST MIDLANDS

Postcode

CV1 1SEA

Country

ENGLAND

DX

Telephone

024 76633911

**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

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of Allesley Park Community Services Ltd

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

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
ROGER LEONARD ARCHER	
LYNNE STANWAY	
PAMELA HALLIGAN	
DAVID SEMPLE	

Dated

6th March 2012

Articles of Association of

Allesley Park Community Services Ltd

A Company Limited by Guarantee & not having a share capital

Definitions

- 1 Words and expressions used in these articles shall have the meanings ascribed to them in article 78

Name

- 2 The name of the Company is "Allesley Park Community Services Ltd"

Objects

- 3 The objects of the Social Enterprise shall be
- (a) To provide a high quality and affordable day care service in North West Coventry and the surrounding areas, for older vulnerable adults, offering them an opportunity to receive both mental and social stimulation in a comfortable and stable environment and to provide respite care for full time carers and families,
 - (b) To provide a catering, gardening, D I Y., befriending and other services all designed to promote independence, reduce isolation and a sense of wellbeing enabling elderly or disabled people to stay in their own community,
 - (c) To act as a hub for the community bring people together in a comfortable, social and suitable environment to reduce isolation, promote healthy lifestyles and build a community spirit To co-ordinate and promote events and activities to develop local peoples involvement in their communities,
 - (d) To provide volunteering, employment and training opportunities within the care, catering and other sectors,
 - (e) To provide services by associating with voluntary organisations, local authorities, health organisations, local communities and organisations in a common effort to provide services enabling individuals to improve their quality of life,
 - (f) To manage and improve the facilities and services of the Company which, in the opinion of the Directors, may enhance the sustainability of the Company

Not-for-profit status

4. The income and property of the Company shall be applied solely towards the promotion of its objects set out in this document, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the Directors or Members of the Company.
- 5 If upon the winding up or dissolution of the Company there remains - after the satisfaction of its debts and liabilities - any property, the same shall be given or transferred to some other institution(s) having objects similar to the objects of the Company (which may include local groups and organisations which are Members of the Company)

Members' limited liability

- 6 The liability of the Members is limited
- 7 Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time they are a Member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which they ceased to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves, such amount as may be required not exceeding one pound sterling

Equality of opportunity

- 8 In carrying out its objects, the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in society generally.

Board of Directors

- 9 The Company shall have a Board of Directors comprising not less than three and not more than nine people.
- 10 The initial Directors shall be appointed by the subscribers to the Articles. Subsequently, Directors shall be elected by and from the Membership at (or prior to) the Annual General Meeting
- 11 From the second Annual General Meeting onwards, only people who have been Members for at least twelve months may stand for election as Directors
- 12 The election of Directors shall be conducted in accordance with procedures that may be established and amended from time to time by the Directors. Directors may be elected at the Annual General Meeting by the Members present, or prior to the Annual General Meeting by a ballot of the Members.
- 13 If the Directors believe it would benefit the company or the number of Directors is less than the minimum prescribed in these articles, the Directors may co-opt other people to serve on the Board of Directors, provided that at no time shall more than one-third of the Directors comprise co-opted people.
- 14 At every second Annual General Meeting, one-fourth of the elected Directors shall retire from office. In the event that the number is not divisible by four, then the proportion to retire shall be that nearest to one-fourth. The Directors to retire shall be those longest in office since their last election. Where there are Directors who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot. Retiring Directors shall be eligible for re-election
- 15 Under no circumstances shall any of the following serve as Directors:
 - (a) persons aged under eighteen years,
 - (b) persons who are disqualified by law from serving as a Company Director,
 - (c) persons who receive an unsatisfactory C.R.B. check or equivalent or who are on the Sex Offenders register,
 - (d) persons who have an unspent conviction involving dishonesty or deception.
- 16 The office of a Director shall be immediately vacated if s/he:
 - (a) resigns her/his office in writing to the Board of Directors, or
 - (b) fails to attend three consecutive Directors meetings without good reason, and the remaining Directors decide that s/he shall vacate office by reason of such absence, or

- (c) in the opinion of a majority of the Directors, fails to declare her/his interest in any contract, or
- (d) is expelled by the majority of Directors for conduct they feel is prejudicial to the Company, or
- (e) is disqualified by law from serving as Company Directors; or
- (f) that person is convicted of an offence involving dishonesty or deception, or
- (g) in the opinion of a majority of the Directors, fails to comply with the general duties of a Director as contained in sections 171-177 of the Act; and is removed from office by resolution of the Company in a General Meeting in accordance with sections 168 and 169 of the Act

Honorary Officers

- 17. The Company shall have a Chairperson and such other officers as the Directors decide. Honorary officers shall be elected by the Directors from amongst their own number at a Directors meeting
- 18. In the event of a casual vacancy occurring in any officer post, the Directors may appoint one of the Board at the next meeting

Powers and Duties of the Board of Directors

- 19. The business of the Company shall be managed by the Directors as they decide within accordance of these articles
- 20. A Director of the Company has by law to comply with the sections 171-177 of the Act, to:
 - (a) act within their powers, promote the success of the Company;
 - (b) exercise independent judgement, exercise reasonable care, skill and diligence,
 - (c) not accept benefits from third parties, avoid conflicts of interest;
 - (d) declare an interest in a proposed transaction or arrangement.
- 21. A person who ceases to be a Director continues to be subject to
 - (a) the duty in section 175 of the Act (duty to avoid conflicts of interest) as regards the exploitation of any property, information or opportunity of which they became aware at a time when they were a Director, and
 - (b) the duty in section 176 of the Act (duty not to accept benefits from third parties) as regards things done or omitted by them before they ceased to be a Director
- 22. All receipts for moneys paid to the Company shall be executed in such manner as the Directors shall from time to time direct, provided that all instruments of expenditure above a specified amount must be signed by at least two Directors
- 23. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, subject to such consents as may be required by law
- 24. If the number of Directors is less than three, the remaining Directors may only act for the purposes of increasing their number.

Sub-Committees

- 25. The Directors may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit. Any Sub-Committee formed shall conform to any regulations imposed on it by the Directors

Proceedings of the Board of Directors

26. The quorum necessary for the transaction of the business of the Board of Directors shall be three Directors
27. Directors may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit
28. The Chairperson, on the requisition of two or more Directors, shall summon a meeting of the Directors by giving reasonable notice to all their number.
29. Notice of any Directors meeting must indicate
 - (a) Its proposed date and time, where it is to take place; and
 - (b) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
30. Notice of a Directors meeting must be given to each Director, but need not be in writing
31. At every meeting of the Directors the Chairperson of the Company shall preside, but if s/he is not present twenty minutes after the time appointed for the start of the meeting then the Directors present shall choose one of their number to be Chairperson of the meeting
32. Questions arising at any meetings shall be decided by a majority of votes, each Director having one vote on each question to be decided. In the case of an equality of votes, the Chairperson of the meeting shall not have a second or casting vote and, therefore, the resolution shall be deemed to be lost
33. A Director shall declare an interest in and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising from it. Recognition and approval of a Director's declaration must be agreed and the vote recorded in the minutes
34. The Directors shall ensure accurate records to be made of:
 - (a) the name, details and date of appointment of all persons appointed to office,
 - (b) the names of the Directors, representatives and other persons present at all General, Directors and Sub-Committee meetings of the Company,
 - (c) minutes of all proceedings and resolutions at all General, Directors and Sub-Committee meetings of the Company
35. All such records and minutes shall be open to inspection at any reasonable time by any Director and by any person authorised by the Company in General Meeting. Minutes of General Meetings shall be available for inspection for a minimum of ten years.
36. All acts undertaken by the Directors or by any person acting as a Director shall, even if it be afterwards discovered that there was some defect in the appointment of this person, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director
37. A resolution in writing, signed by all the Directors for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Directors, and may consist of several documents in the same form, each signed by one or more Directors

General Meetings

- 38 Decisions at General Meetings shall be made by passing resolutions:
- (a) Decisions involving an alteration to the Articles of the Company, or to wind up the Company, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than seventy-five per cent of votes cast.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast.
39. The Company may in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year.
- 40 The business of an Annual General Meeting shall comprise:
- (a) the consideration of the Report and Accounts presented by the Directors,
 - (b) the election of Directors, or the announcement of the results of such elections if these have been conducted by ballot prior to the meeting;
 - (c) the fixing of annual subscriptions,
 - (d) the appointment and the fixing of the remuneration of the auditor or auditors,
 - (e) such other business as may have been specified in the notices calling the meeting.
- 41 All General Meetings other than the Annual General Meeting shall be called General Meetings.
- 42 The Directors may whenever they think fit convene a General Meeting if requested by ten per cent of the Members of the Company, as provided by section 303 of the Act.

Proceedings at General Meetings

- 43 No business shall be transacted at a General Meeting unless a quorum is present. Unless otherwise decided by a General Meeting, three Members or thirty per cent of the total Membership, whichever is the greater, shall be a quorum.
- 44 If, within thirty minutes from the time appointed for the meeting, a quorum is not present, the meeting, if requested by the Members, shall be dissolved. In any other case it shall stand adjourned until such time and place as the Directors may decide, and all Members shall be given such notice as is practicable of the adjourned meeting. The Members present at a meeting so adjourned shall constitute a quorum for that meeting only.
- 45 The Chairperson may with a majority vote adjourn the meeting from time to time, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A new notice is only required if the adjournment is for thirty days or more.
- 46 At every General Meeting the Chairperson of the Company shall preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting then the Members present shall choose one of their number to be Chairperson of that meeting.

Members

47. The first Members of the Company are the founder Directors. The Directors may, at their discretion, admit to Membership individuals aged eighteen years or over and organisations who are supportive of the objects of the Company, and who have paid or agreed to pay the annual subscription for the time being in force
48. Each Member which is an organisation shall appoint a representative, who shall be entitled to receive notice of, attend and speak at General Meetings of the Company, but shall not hold voting rights or be counted for the purpose of calculating a quorum or be treated as a Member. Member organisations shall provide such confirmation of their choice of representative as may be required by the Company
49. Persons under eighteen years of age may be admitted as Junior Members. Junior Members shall be entitled to receive notice of, attend and speak at General Meetings of the Company, but shall not hold voting rights or be counted for the purpose of calculating a quorum or be treated as a Member for any other purpose of the Articles or of Statute

Register of Members

50. The Company shall maintain a Register of Members recording the name, address and the dates on which they became and ceased to be a Member. Every Member shall either sign a written consent form or sign the Register of Members on becoming a Member, and in the case of a Member organisation, a duly authorised officer shall sign on its behalf. A Member shall notify the Board of Directors in writing within seven days of a change of their name, address or contact details

Cessation of Membership

51. The rights and privileges of a Member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such
52. A Member shall cease to be a Member if s/he or it.
 - (a) resigns in writing to the Board of Directors, or
 - (b) fails to pay the annual subscription within three months after the date it became due, or
 - (c) is wound up, goes into liquidation or no longer has any links to the activities / objects of the company, if an organisation, or
 - (d) is expelled by the majority of Directors for conduct they feel is prejudicial to the Company.

Voting at General Meetings

53. Any decision that may be made at a General Meeting of the Company may be made by written resolution, other than a decision to remove a Director or auditor before the expiry of their term of office
54. A proposed written resolution shall be circulated to members and to the auditors in the same manner as notices for General Meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against.
55. The majorities required to pass a written resolution are as follow.
 - (a) for an ordinary resolution, approval is required from a simple majority of the Members eligible to vote.
 - (b) for a special resolution, approval is required from not less than 75% of the Members eligible to vote

56. The document indicating a Member's approval of a written resolution may be sent to the Company as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
57. A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to Members.
58. A written resolution is passed as soon as the required majority of eligible Members have signified their agreement to it.
59. The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
60. At a General Meeting any member can appoint a proxy to act on their behalf. A proxy form must be included with the notices calling a General Meeting. The proxy form must make clear that the proxy can attend, speak and vote at the meeting, and the forms must be deposited at the registered office of the company two clear days before the date of the meeting.
61. Only one vote may be cast by or on behalf of each Member eligible to vote on any particular resolution.
62. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by the Chairperson or by at least two Members present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportions of the votes cast in favour or against such resolution.
63. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each Member eligible to vote shall have only one vote and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
64. No secret ballot shall be demanded on the election of a Chairperson for the meeting or on any question of adjournment.
65. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a ballot has been demanded.
66. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall not have a second or casting vote and, therefore, the resolution shall be deemed to be lost.

Notices

67. A General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a Director shall be called by at least fourteen days' clear notice. However, a General Meeting may be called with shorter notice if it is agreed as follows:
 - (a) at an Annual General Meeting, by all those entitled to attend and vote,
 - (b) at any other General Meeting, by at least ninety per cent of those entitled to attend and vote.
68. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a Director or the auditor, such resolution shall be specified in the notices calling that meeting, and in the case of all other General Meetings the general nature of the business to be raised shall be specified.

- 69 Notice of every General Meeting shall be given in writing to every Member of the Company and to the auditors and to such other persons who are entitled to receive notice, and shall be given personally or sent by post, or electronically to each Member at the address recorded in the Register of Members and to other persons at their Registered Office
- 70 Notice shall be deemed to have been served:
- (a) immediately on being handed to the Member personally, or
 - (b) twenty-four hours after being sent by electronic means to an address provided for that purpose or delivered by hand to the relevant address, or
 - (c) two clear days after being sent by post to that address, or
 - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person, or
 - (e) immediately the Member acknowledges receipt if this is sooner than is required by the above.
- 71 The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting

Secretary

72. The Directors may appoint a Secretary of the Company upon such conditions as they think fit.

Accounts

73. The Directors shall comply with the requirements of the Act and any other applicable law as to keeping financial records and the preparation and transmission to the Registrar of Companies of annual reports and accounts.
- (a) The Company will make available a copy of its annual accounts and reports for each financial year to:
 - i every Member of the Company, every holder of the Company's debentures, and
 - ii every person who is entitled to receive notice of General Meetings
 - (b) Copies need not be sent to a person for whom the Company does not have a current address, nor to anyone who is not entitled to receive notices of General Meetings of the Company.
 - (c) Copies of the Company's annual accounts and reports shall be made available on or before the date on which the Company delivers its accounts and reports to the Registrar of Companies

Audit

- 74 Auditors shall be appointed and their duties regulated in accordance with sections 485 and 498 of the Act
- 75 In accordance with the law for the time being in force the Company may - if eligible - apply the small company audit exemptions. Otherwise once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors

Indemnity

76. Every Director or auditor or officer of the Company shall be indemnified, when the judgement is given in her/his favour or in which s/he is acquitted, out of the assets of the Company against all losses or liabilities incurred by her/him in or about the execution and discharge of the duties of her/his office. Except where such losses or liabilities shall, in the opinion of the majority of Directors, cause detriment and financial hardship to the Company or is inappropriate with the objects of the Company.

Regulations

77. The Company in General Meeting or the Directors may make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules for the management, conduct and regulation of the affairs of the Company. Ensuring that such regulations are not inconsistent with the memorandum and articles, and do not amount to an alteration to said documents. All Directors and Members of the Company and the Directors shall be bound by such regulations whether or not they have received a copy.

Interpretations

78. In these articles:

“The Act” means the Companies Act 2006 and those other elements of company law defined in Section 2 of the Companies Act 2006, in so far as they apply to the Company

“The Company” means the company to which these articles apply

“The Articles” means these Articles of Association

“The Board of Directors” is all those persons appointed to perform the duties of Directors of the Company

“Clear days” in relation to a period of notice means the period excluding the day when the notice, or proxy, is given and the day on which it is to take effect

“Employee” means anyone holding a current contract of employment with the Company

“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.

“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

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006

“In writing” shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these articles shall bear the same meaning as in the Act