



**FILE COPY**

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

Company No. NI606454

The Registrar of Companies for Northern Ireland hereby certifies that

**LYLO SCHOOLHOUSE**

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 Northern Ireland

Given at Companies House on **4th March 2011**



**\*NNI606454H\***

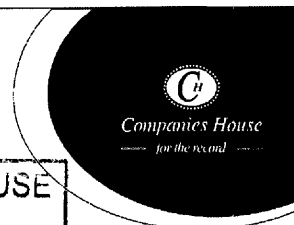


*Companies House*  
— for the record —



# IN01

## Application to register a company



COMPANIES HOUSE  
FEE PAID  
BELFAST

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

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

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

For further information, please  
refer to our guidance at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### Part 1 Company details

WEDNESDAY



\*JWPUQS3J\*  
JNI 02/03/2011 107  
COMPANIES HOUSE  
JNI 11/02/2011 156  
COMPANIES HOUSE

#### A1 Company details

Please show the proposed company name below

Proposed company  
name in full ①

LYLO SCHOOLHOUSE

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](http://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](http://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](http://www.companieshouse.gov.uk)

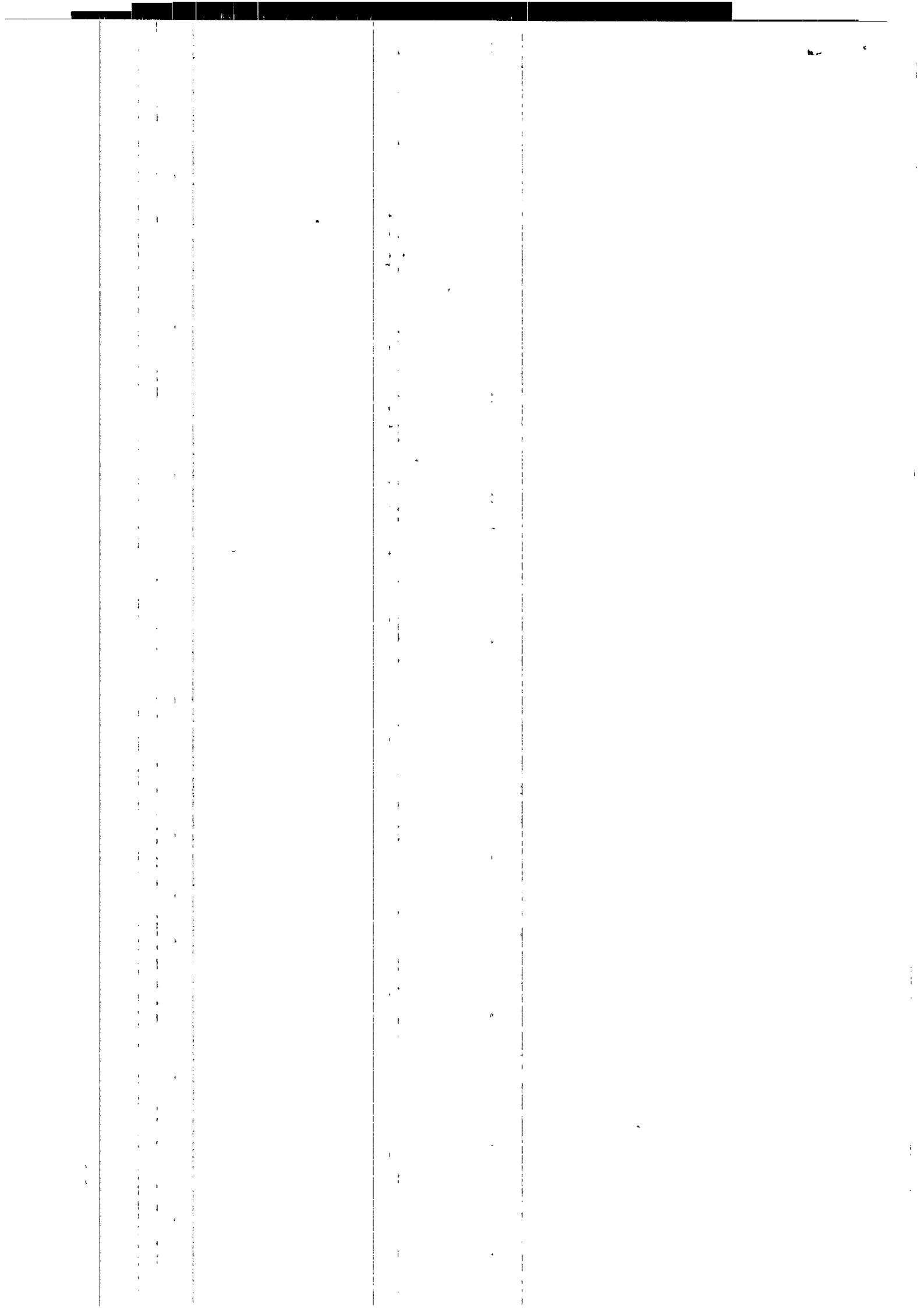
#### A4 Company type ④

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](http://www.companieshouse.gov.uk)



# IN01

## Application to register a company

**A5**

### Situation of registered office ①

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

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

#### ① Registered office

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

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

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

**A6**

### Registered office address ②

Please give the registered office address of your company

Building name/number

11

Street

TULLYGALLY ROAD

LEGAHORY

Post town

CRAIGAVON

County/Region

CO ARMAGH

Postcode

B T 6 5 5 B L

#### 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](http://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](http://www.companieshouse.gov.uk)



IN01

Application to register a company

**Part 2****Proposed officers**

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

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

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

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

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

Title*	MS
Full forename(s)	MARY
Surname	MOORE
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 ①**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
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 secretaries as the company's registered office.

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

**B3****Signature ①**

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

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;"> <div style="font-size: small;">Signature</div>  </div> <div style="margin-left: 20px;">X</div> </div>
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**① Signature**

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





IN01

Application to register a company

**Corporate secretary**

<b>C1</b>	<b>Corporate secretary appointments ①</b>		<p><b>① Additional appointments</b> If you wish to appoint more than one corporate secretary please use the 'Corporate secretary appointments' continuation page</p> <p><b>Registered or principal address</b> 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</p>
	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	<div style="display: flex; justify-content: space-between;"> <div style="width: 100px; border-bottom: 1px solid black;"></div> <div style="width: 100px; border-bottom: 1px solid black;"></div> <div style="width: 100px; border-bottom: 1px solid black;"></div> <div style="width: 100px; border-bottom: 1px solid black;"></div> <div style="width: 100px; border-bottom: 1px solid black;"></div> <div style="width: 100px; border-bottom: 1px solid black;"></div> <div style="width: 100px; border-bottom: 1px solid black;"></div> </div>		
Country			
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete <b>Section C3 only</b> → No Complete <b>Section C4 only</b>		
<b>C3</b>	<b>EEA companies ②</b>		<p><b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a></p> <p><b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
	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			
<b>C4</b>	<b>Non-EEA companies</b>		<p><b>④ Non EEA</b> 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</p>
	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			
<b>C5</b>	<b>Signature ⑤</b>		<p><b>⑤ Signature</b> The person named above consents to act as corporate secretary of the proposed company</p>
Signature	I consent to act as secretary of the proposed company named in <b>Section A1</b> <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="width: 40%;">           Signature  <div style="border-bottom: 1px solid black; width: 100px; margin-top: 5px;">X</div> </div> <div style="width: 60%; text-align: right;"> <div style="border-bottom: 1px solid black; width: 100px; margin-top: 5px;">X</div> </div> </div>		



IN01

Application to register a company

**Director**

<b>D1</b>	<b>Director appointments ①</b>	
	Please use this section to list all the director appointments taken on formation <b>For a corporate director, complete Sections E1-E5</b>	
Title*	MR	
Full forename(s)	ANTHONY	
Surname	MORGAN	
Former name(s) ②		
Country/State of residence ③	NORTHERN IRELAND	
Nationality	IRISH	
Date of birth	<div> <div>d1</div> <div>d2</div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y4</div> <div>y6</div> </div>	
Business occupation (if any) ④		

**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.

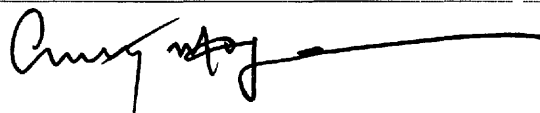
<b>D2</b>	<b>Director's service address ⑤</b>	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode		
Country		

**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.

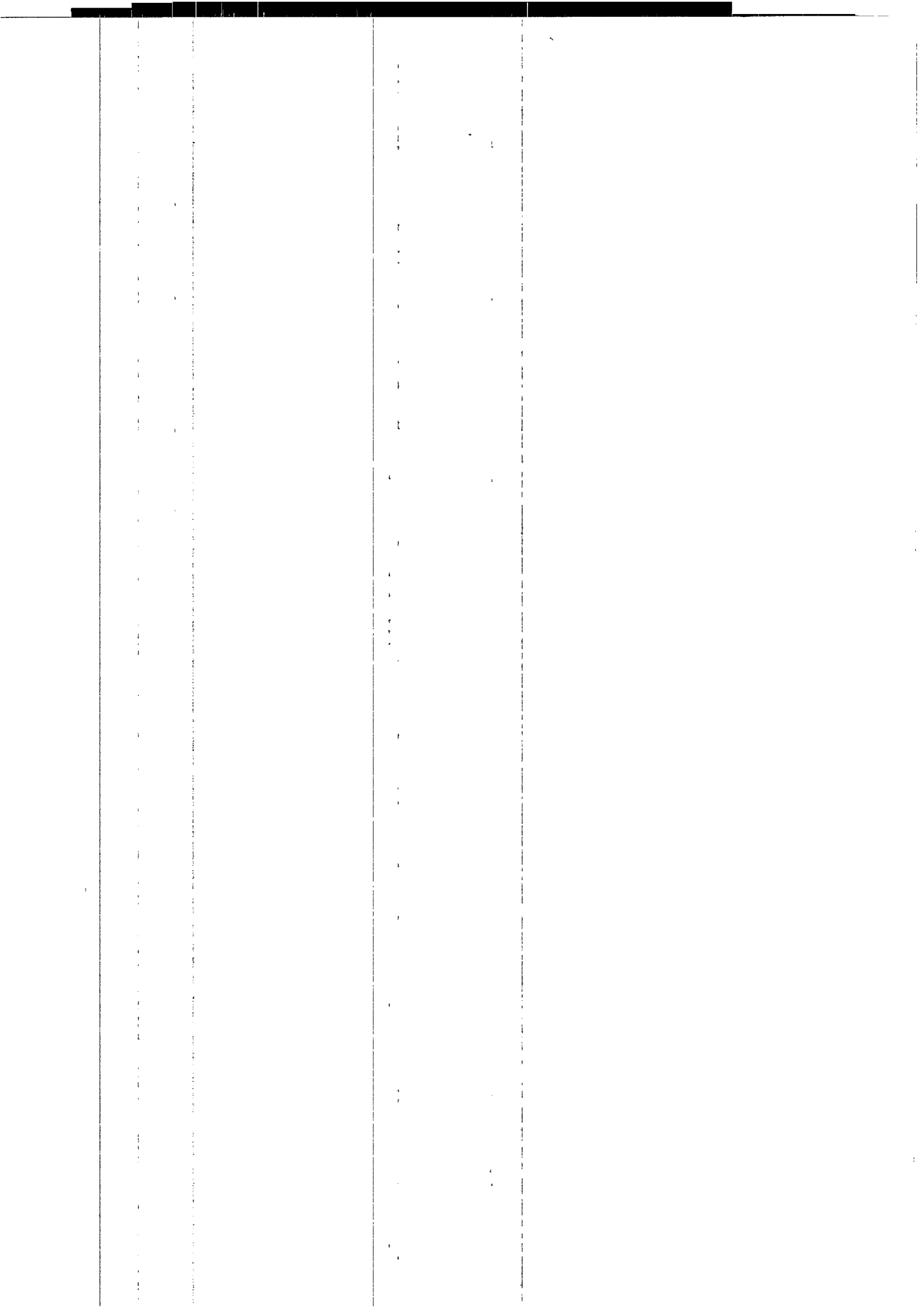
If you provide your residential address here it will appear on the public record.

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

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





IN01

Application to register a company

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

	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5															
Title*	MR															
Full forename(s)	PATRICK															
Surname	KELLY															
Former name(s) ②																
Country/State of residence ③	NORTHERN IRELAND															
Nationality	IRISH															
Date of birth	d	1	d	0	m	0	m	3	y	1	y	9	y	5	y	0
Business occupation (if any) ④																

**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Business occupation**

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

**Additional appointments**

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

**D2****Director's service address ⑤**

	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.									
Building name/number	THE COMPANY'S REGISTERED OFFICE									
Street										
Post town										
County/Region										
Postcode										
Country										

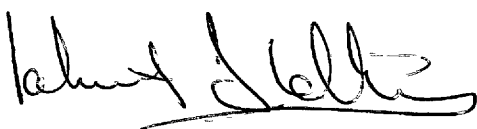
**⑤ Service address**

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	<div style="display: flex; align-items: center; justify-content: space-between;"> <div>Signature</div> <div style="text-align: center;">  </div> <div>X</div> </div>									

**⑥ Signature**

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



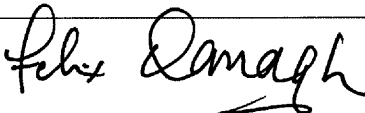




# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments ①</b>		
	Please use this section to list all the directors of the company <b>For a corporate director, complete Sections E1-E5</b>		
Title*	MR		<b>① Appointments</b> 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.  <b>② Former name(s)</b> 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.  <b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.  <b>④ Business occupation</b> If you have a business occupation please enter here. If you do not please leave blank.
Full forename(s)	FELIX		
Surname	DARRAGH		
Former name(s) ②			
Country/State of residence ③	NORTHERN IRELAND		
Nationality	IRISH		
Date of birth	<div> <div>d 1</div> <div>d 2</div> <div>m 0</div> <div>m 2</div> <div>y 1</div> <div>y 9</div> <div>y 5</div> <div>y 1</div> </div>		
Business occupation (if any) ④			
<b>D2</b>	<b>Director's service address ⑤</b>		
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .		<b>⑤ Service address</b> 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.
Building name/number	THE COMPANY'S REGISTERED OFFICE		
Street			
Post town			
County/Region			
Postcode			
Country			
<b>D3</b>	<b>Signature ⑥</b>		
	I consent to act as director of the proposed company named in <b>Section A1</b>		<b>⑥ Signature</b> The person named above consents to act as director of the proposed company.
Signature	Signature  <div>X</div> <div>X</div>		

10/10/10



IN01

Application to register a company

**Corporate director****E1****Corporate director appointments ①**

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

**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

**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**

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

Where the company/  
firm is registered ②

Registration number

**② EEA**A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

**E4****Non-EEA companies**

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

Legal form of the  
corporate body  
or firm

Governing law

If applicable, where  
the company/firm is  
registered ④If applicable, the  
registration number**④ Non EEA**

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

**E5****Signature ⑤**I consent to act as director of the proposed company named in **Section A1**

Signature

Signature

X

X

**⑤ Signature**

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



IN01

Application to register a company

**Part 3 Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

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

Please complete the table below to show each class of shares held in pound sterling  
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

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

**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
<b>Totals</b>				

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
<b>Totals</b>				

**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

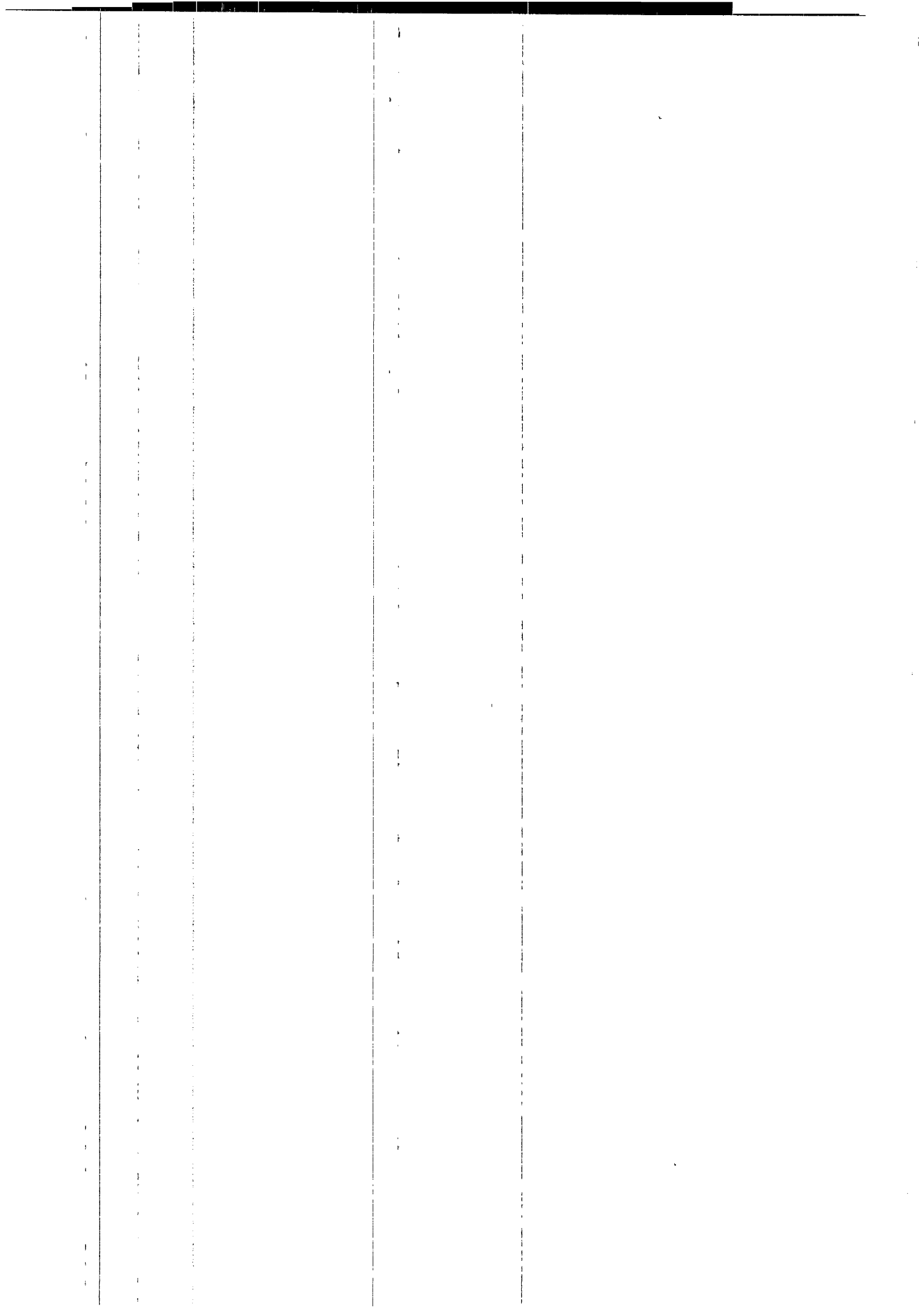
❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

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

**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 ❶		<p><b>❶ Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights including rights that arise only in certain circumstances</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution</li> <li>c particulars of any rights as respects capital to participate in a distribution (including on winding up) and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b></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	PATRICK
Surname ①	KELLY
Address ②	153 PINEBANK TULLYGALLY, CRAIGAVON
Postcode	B T 6 5 5 B Z
Amount guaranteed ③	£10

**Subscriber's details**

Forename(s) ①	ANTHONY
Surname ①	MORGAN
Address ②	3 BALLYHANNON GROVE PORTADOWN
Postcode	B T 6 3 5 S D
Amount guaranteed ③	£10

**Subscriber's details**

Forename(s) ①	FELIX
Surname ①	DARRAGH
Address ②	18, CEDAR DRIVE BLEARY, PORTADOWN
Postcode	B T 6 3 5 X R
Amount guaranteed ③	£10



IN01

Application to register a company

## Subscriber's details

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

## Subscriber's details

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

## Subscriber's details

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

## Subscriber's details

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

## Subscriber's details

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

## ❶ Name

Please use capital letters

## ❷ Address

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

## ❸ Amount guaranteed

Any valid currency is permitted

## Continuation pages

Please use a 'Subscribers continuation page if necessary'





IN01

Application to register a company

## Part 5 Statement of compliance

This section must be completed by all companies

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

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

**H1**

### Statement of compliance delivered by the subscribers <sup>①</sup>

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

*Belinda J. Kelly*

X

Subscriber's signature

Signature

X

*Christy M. Jones*

X

Subscriber's signature

Signature

X

*Felix Ramirez*

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Subscriber's signature

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IN01

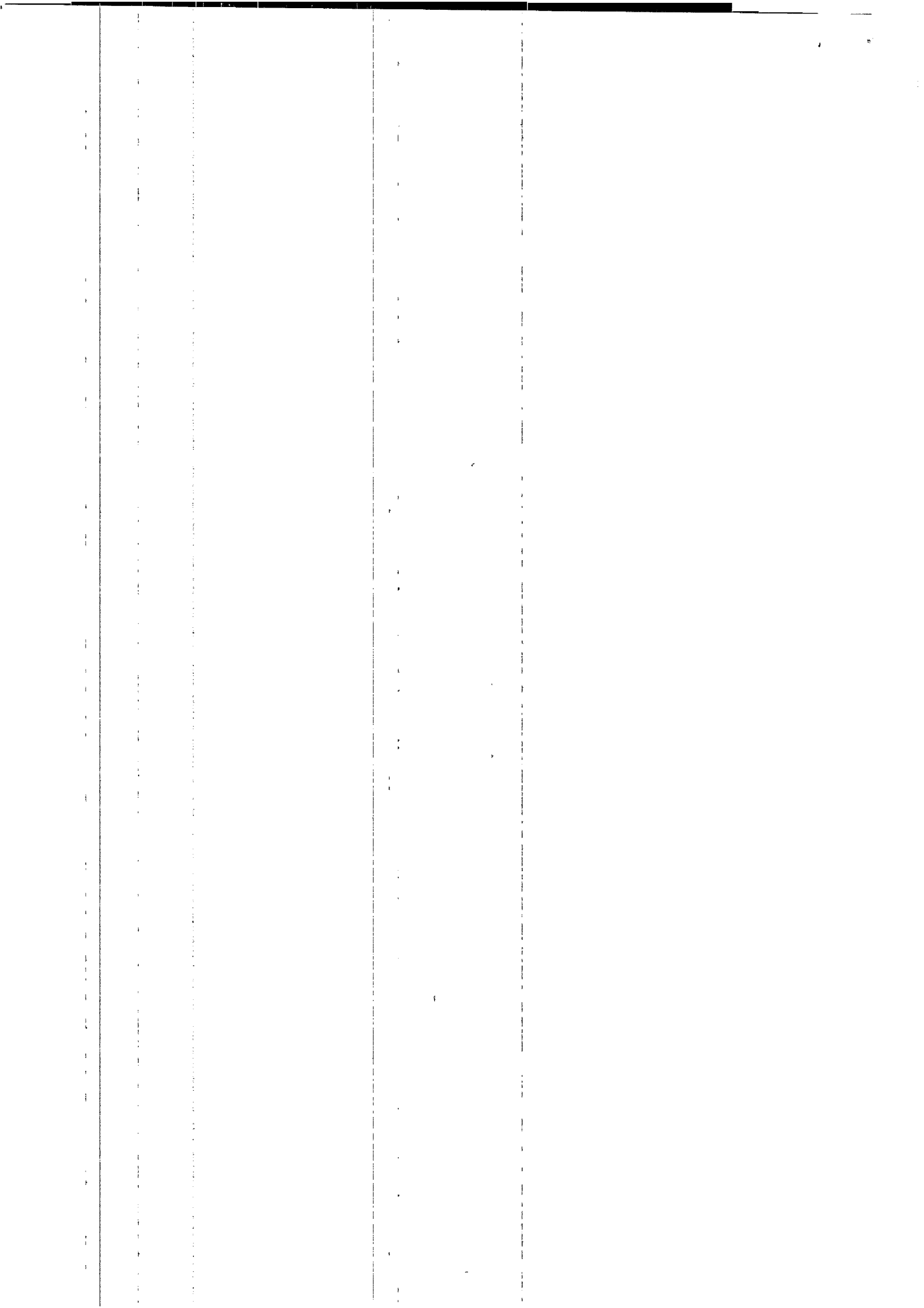
Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> 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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	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 **LEEANNE WHALEY**

Company name **JOHN P HAGAN SOLICITORS**

Address **MONTROSE HOUSE**

**17-21 CHURCH STREET**

Post town **PORTADOWN**

County/Region **CO ARMAGH**

Postcode **B T 6 2 3 L N**

Country **NORTHERN IRELAND**

DX

Telephone **02838 333 333**

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

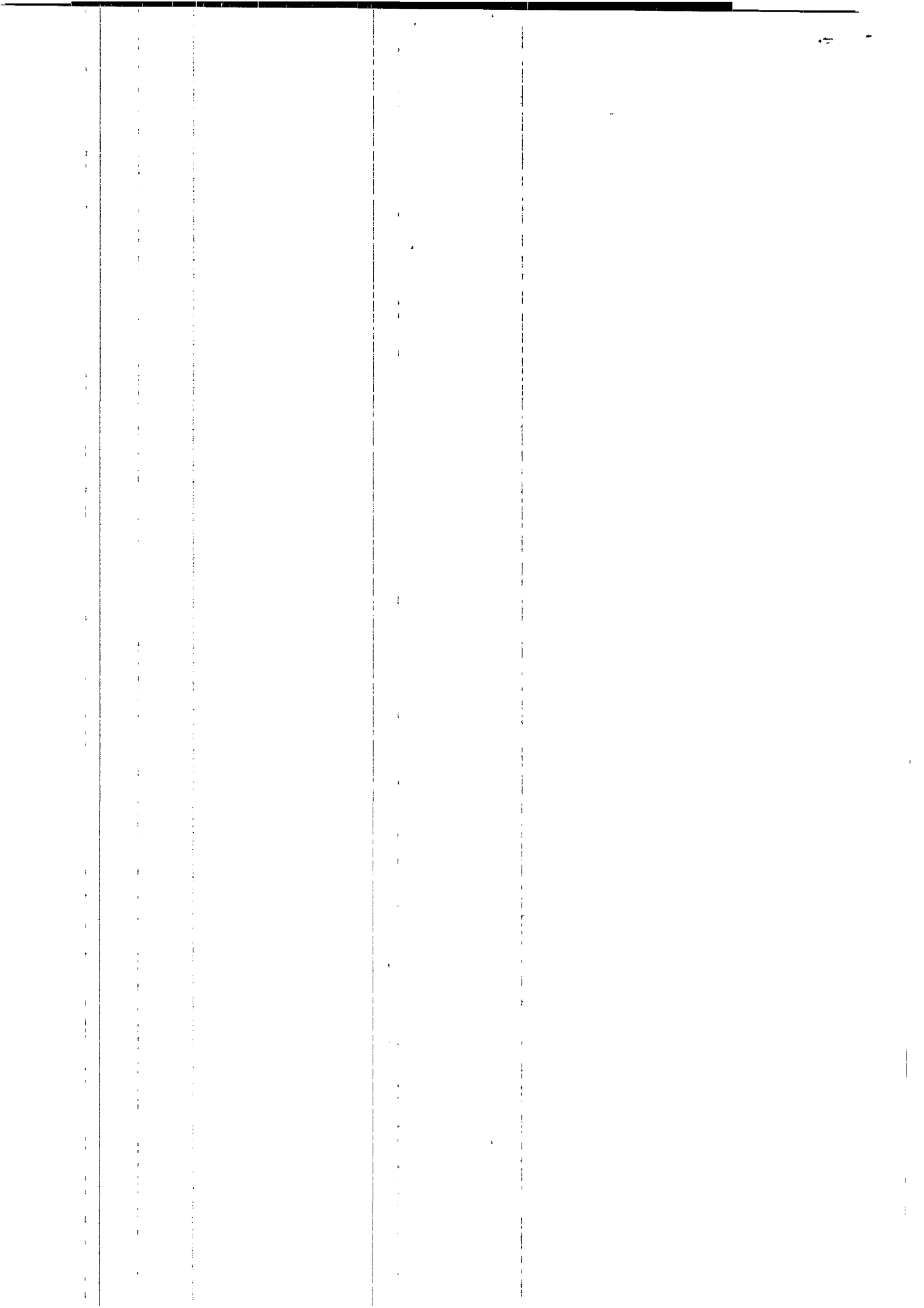
**Section 243 exemption**

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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**



**COMPANY NOT HAVING A SHARE CAPITAL**

**Memorandum of Association of LYLO SCHOOLHOUSE**

**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.**

---

<b>Name of each subscriber</b>	<b>Authentication subscriber</b>	<b>by</b>	<b>each</b>
--------------------------------	--------------------------------------	-----------	-------------

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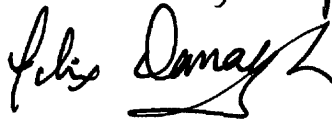
**Patrick Kelly**



**Anthony Morgan**



**Felix Darragh**



Dated

25 / 2 / 11



15. 1. 1950

16. 1. 1950

17. 1. 1950

18. 1. 1950

19. 1. 1950

20. 1. 1950

21. 1. 1950

22. 1. 1950

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**LYLO SCHOOLHOUSE (the "Charity")**

**INDEX TO THE ARTICLES**

**PART 1**  
**INTERPRETATION AND LIMITATION OF LIABILITY**

- 1 Defined terms
- 2 Liability of members

**PART 2**  
**OBJECTS AND POWERS**

- 3 The Objects
- 4 The powers

**PART 3**  
**APPLICATION OF INCOME AND PROPERTY**

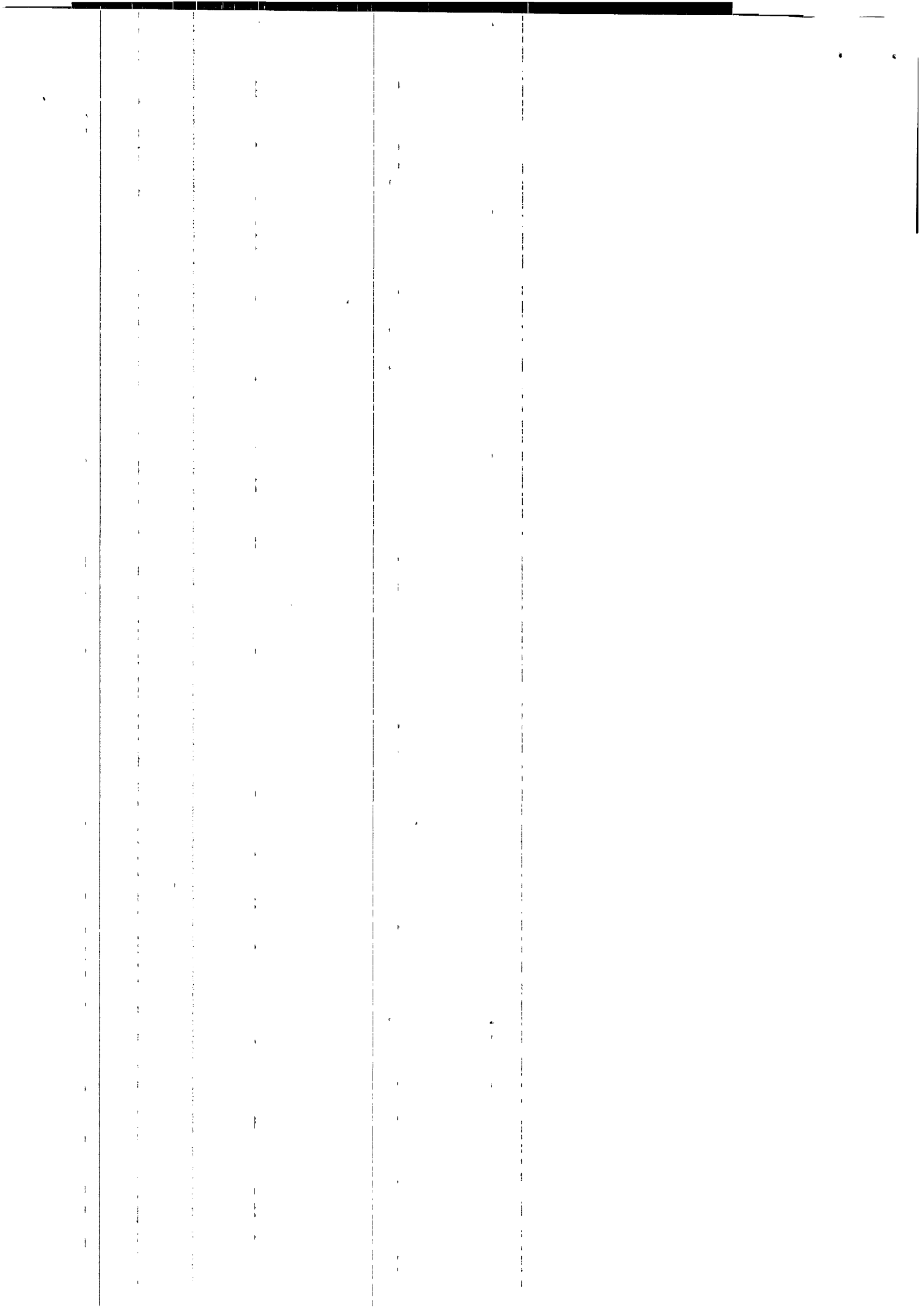
- 5 Application of income and property

**PART 4**  
**DIRECTORS**  
**DIRECTORS' POWERS AND RESPONSIBILITIES**

- 6 Directors' general authority
- 7 Members' reserve power
- 8 Directors may delegate
- 9 Declaration of directors' interests
- 10 Committees

**DECISION-MAKING BY DIRECTORS**

- 11 Directors to take decisions collectively
- 12 Unanimous decisions
- 13 Calling a directors' meeting
- 14 Participation in directors' meetings
- 15 Quorum for directors' meetings
- 16 Chairing of directors' meetings
- 17 Casting vote



- 18 Conflicts of interest
- 19 Records of decisions to be kept
- 20 Directors' discretion to make further rules

#### APPOINTMENT OF DIRECTORS

- 21 Methods of appointing directors
- 22 Termination of director's appointment
- 23 Directors' remuneration
- 24 Directors' expenses

### PART 5 MEMBERS

#### BECOMING AND CEASING TO BE A MEMBER

- 25 First members
- 26 Applications for membership
- 27 Termination of membership

#### ORGANISATION OF GENERAL MEETINGS

- 28 General meetings
- 29 Notice of general meetings
- 30 Attendance and speaking at general meetings
- 31 Quorum for general meetings
- 32 Chairing general meetings
- 33 Attendance and speaking by directors and non-members
- 34 Adjournment

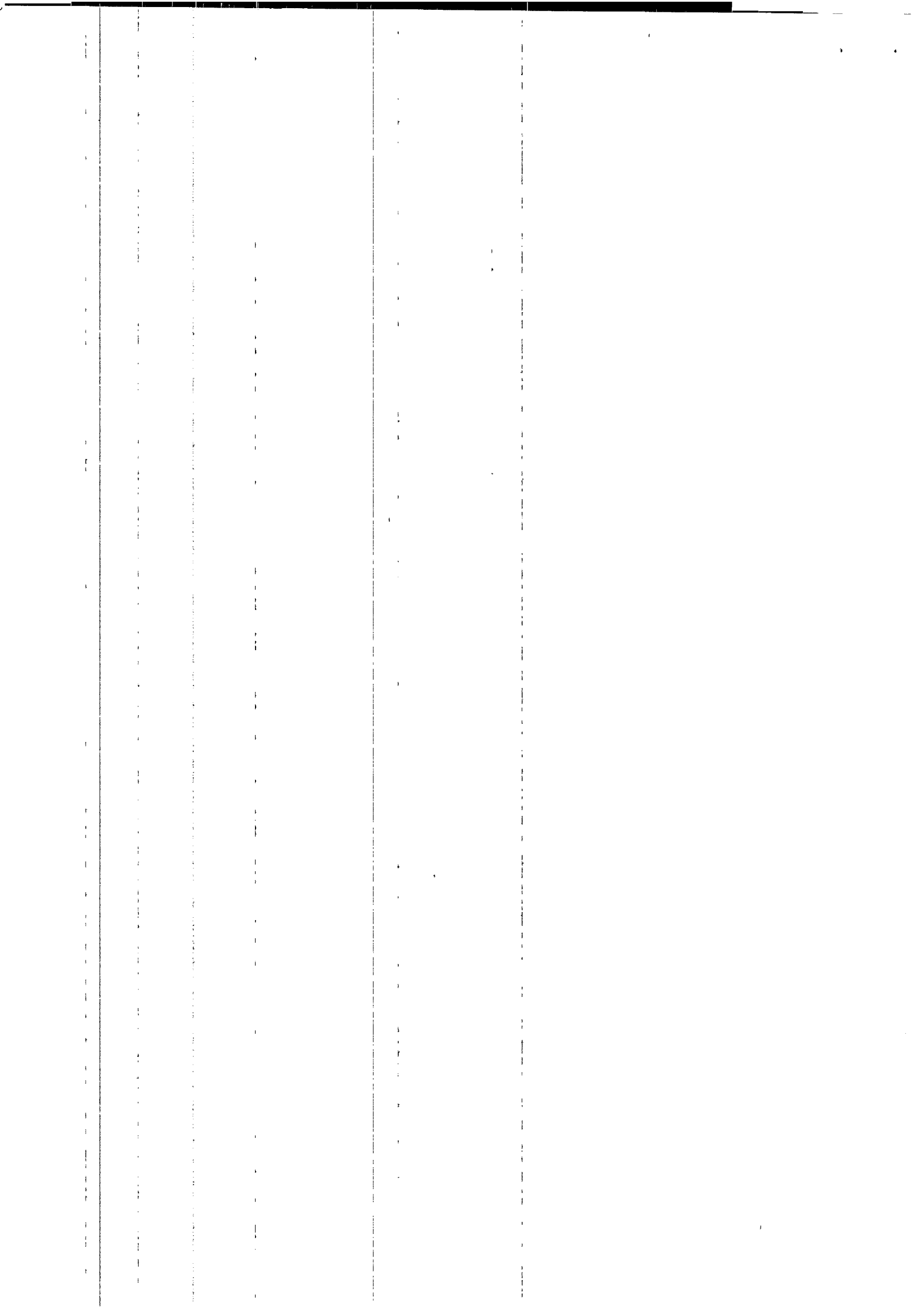
#### VOTING AT GENERAL MEETINGS

- 35 Voting general
- 36 Errors and disputes
- 37 Poll votes
- 38 Content of proxy notices
- 39 Delivery of proxy notices
- 40 Amendments to resolutions
- 41 Written resolutions

### PART 6 ADMINISTRATIVE ARRANGEMENTS

- 42 Means of communication to be used
- 43 Company seals
- 44 Minutes
- 45 No right to inspect accounts and other records

#### DIRECTORS' INDEMNITY AND INSURANCE



46 Indemnity

47 Insurance

## DISSOLUTION

48 Dissolution



## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### **Defined terms**

**1** In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association,

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

“chairman” has the meaning given in article 12,

“chairman of the meeting” has the meaning given in article 25,

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

“the charity” means the company intended to be regulated by the articles,

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

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

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

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

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

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

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

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

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





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

### **Liability of members**

2. The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

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

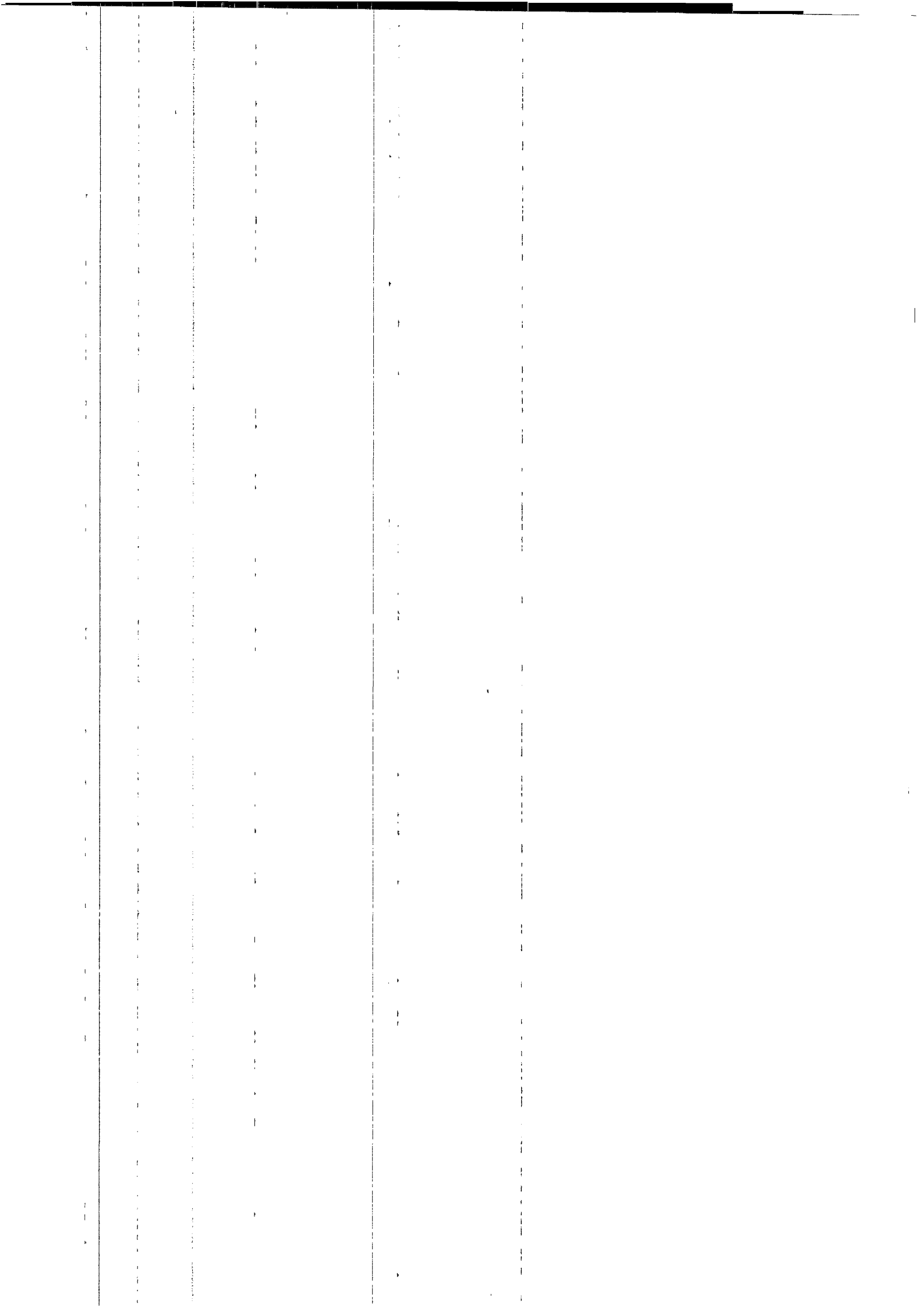
## **PART 2**

### **OBJECTS AND POWERS**

3 The charity's objects ("Objects") are specifically restricted to the following To sustain and enhance the lives of people in the rural community by the provision of a recreational and meeting place for social benefit in an effort to (a) preserve and improve the quality and enjoyment of life for the residents of the area and (b) provide or assist in the provision of facilities in the interests of social welfare for education, recreation and leisure-time occupation of the residents of the area

4 The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so In particular the charity has power

- (a) to raise funds In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations,
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity,
- (d) To borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation,
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (i) to employ and remunerate such staff as are necessary for carrying out the work of the charity The charity may employ or remunerate a director only to the extent it is permitted to do so by article 5 and provided it complies with the conditions in that article,



- (j) To
  - (i) deposit or invest funds,
  - (ii) employ a professional fund-manager, and
  - (iii) arrange for the investments or other property of the charity to be held in the name of a nominee,
 in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act (Northern Ireland) 1958 or Trustee Act (Northern Ireland) 2001
- (k) To provide indemnity insurance for the directors,
- (l) To pay out of the funds of the charity the costs of forming the charity as a company

## PART 3

### APPLICATION OF INCOME AND PROPERTY

5. (1) The income and property of the charity shall be applied solely towards the promotion of the Objects
- (2) (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity
- (b) a director may benefit from trustee indemnity insurance cover purchased at the charity's expense
- (c) a director may receive an indemnity from the charity in the circumstances specified in article 46
- (3) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity This does not prevent a member who is not also a director receiving
- (a) a benefit from the charity in the capacity of a beneficiary of the charity,
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity

## PART 4

### DIRECTORS

#### DIRECTORS' POWERS AND RESPONSIBILITIES

##### **Directors' general authority**

- 6.—(1) Subject to the articles, the directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Act 2006. the articles or any special resolution
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors



### **Members' reserve power**

7.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution

### **Directors may delegate**

8.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee,
- (b) by such means (including by power of attorney),
- (c) to such an extent.
- (d) in relation to such matters or territories, and
- (e) on such terms and conditions,

as they think fit

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions

### **Declaration of directors' interests**

9 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest)

### **Committees**

10.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

## **DECISION-MAKING BY DIRECTORS**

### **Directors to take decisions collectively**

11.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 12

(2) If—

- (a) the company only has one director, and
- (b) no provision of the articles requires it to have more than one director,



the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making

### **Unanimous decisions**

**12.—**(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

### **Calling a directors' meeting**

**13 —**(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time,

(b) where it is to take place, and

(c) 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

(3) Notice of a directors' meeting must be given to each director, but need not be in writing

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the charity not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

### **Participation in directors' meetings**

**14.—**(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

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

### **Quorum for directors' meetings**





**15.—**(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors. or

(b) to call a general meeting so as to enable the members to appoint further directors

### **Chairing of directors' meetings**

**16.—**(1) The directors may appoint a director to chair their meetings

(2) The person so appointed for the time being is known as the chairman

(3) The directors may terminate the chairman's appointment at any time

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

### **Casting vote**

**17.—**(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

### **Conflicts of interest**

**18.—**(1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organization or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorize such a conflict of interests where the following conditions apply

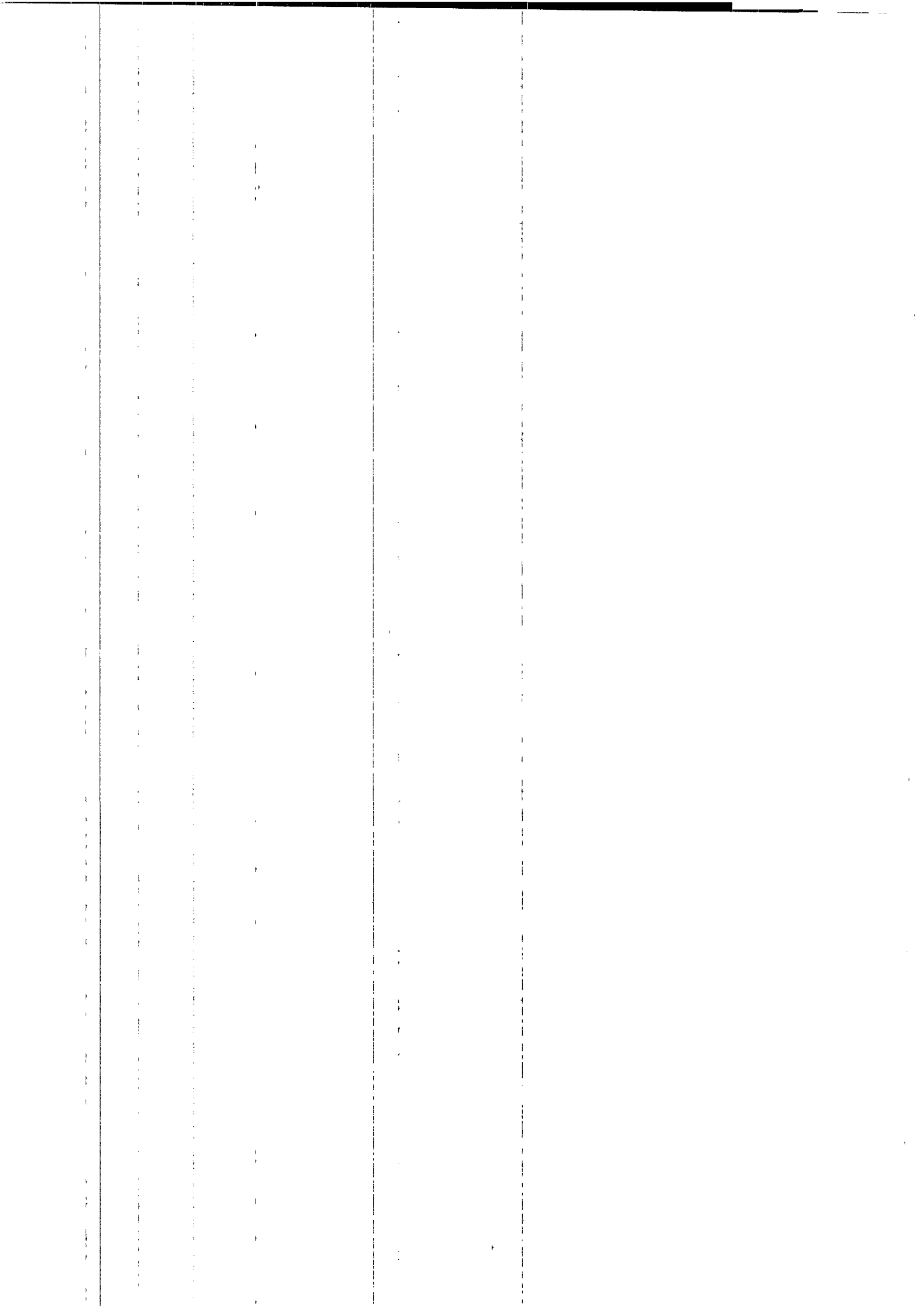
(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person

### **Records of decisions to be kept**



**19** The directors must ensure that the charity keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

#### **Directors' discretion to make further rules**

**20.** – (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity

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

(a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,

(b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers,

(c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes,

(d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles,

(e) generally, all such matters as are commonly the subject matter of company rules

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

(4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity

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

### **APPOINTMENT OF DIRECTORS**

#### **Methods of appointing directors**

**21.**—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

(a) by ordinary resolution, or

(b) by a decision of the directors

#### **Termination of director's appointment**

**22.** A person ceases to be a director as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,

(b) a bankruptcy order is made against that person,

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts,

(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or



mentally incapable of acting as a director and may remain so for more than three months,

(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,

(f) notification is received by the charity from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least 2 directors will remain in office when the notice of resignation is to take effect),

(g) he ceases to be a member of the charity,

(h) he is absent without the permission of the directors from all their meetings held within a period of 6 consecutive months and the directors resolve that his or her office be vacated

### **Directors' remuneration**

**23.** The directors must not be paid any remuneration unless it is authorised by these articles

### **Directors' expenses**

**24.** The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(a) meetings of directors or committees of directors,

(b) general meetings,

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

## **PART 5**

### **MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

### **First members**

**25.** The subscribers to the memorandum are the first members of the charity

### **Applications for membership**

**26 - (1)** No person shall become a member of the charity unless—

(a) that person has completed an application for membership in a form approved by the directors, and

(b) the directors have approved the application

(2) (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application

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



- (c) the directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final
- (3) The directors must keep a register of names and addresses of the members

### **Termination of membership**

- 27.—**(1) A member may withdraw from membership of the charity by giving 7 days' notice to the charity in writing, unless, after the resignation, there would be less than two members,
- (2) Membership is not transferable
  - (3) A person's membership terminates when
    - (a) that person dies or ceases to exist
    - (b) any sum due from the member to the charity is not paid in full within six months of it falling due,
    - (c) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her membership is terminated
- A resolution to remove a member from membership may only be passed if
- (i) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed,
  - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting

## **ORGANISATION OF GENERAL MEETINGS**

### **General Meetings**

- 28 -** (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
  - (3) The directors may call a general meeting at any time

### **Notice of general meetings**

- 29.-** (1) The minimum periods of notice required to hold a general meeting of the charity are
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,
  - (b) fourteen clear days for all other general meetings
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights
  - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out





the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 37

(4) The notice must be given to all the members and to the directors and auditors

(5) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity

### **Attendance and speaking at general meetings**

**30.**—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such

resolutions are passed at the same time as the votes of all the other persons attending the meeting

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

### **Quorum for general meetings**

**31.**—(1) A quorum is

(a) 2 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or

(b) one tenth of the total membership at the time

whichever is the greater

(2) The authorised representative of a member organisation shall be counted in the quorum

(3) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

### **Chairing general meetings**

**32** —(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting



(3) The person chairing a meeting in accordance with this article is referred to as ‘the chairman of the meeting’

### **Attendance and speaking by directors and non-members**

**33.**—(1) Directors may attend and speak at general meetings, whether or not they are members

(2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting

### **Adjournment**

**34.**—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the charity must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the charity’s general meetings is required to be given, and

(b) containing the same information which such notice is required to contain

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

## **VOTING AT GENERAL MEETINGS**

### **Voting: general**

**35** – (1) Every member, whether an individual or an organization, shall have one vote

(2) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

### **Errors and disputes**



**36**—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid  
(2) Any such objection must be referred to the chairman of the meeting whose decision is final

#### **Poll votes**

**37**—(1) A poll on a resolution may be demanded—  
(a) in advance of the general meeting where it is to be put to the vote, or  
(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared  
(2) A poll may be demanded by—  
(a) the chairman of the meeting,  
(b) the directors,  
(c) two or more persons having the right to vote on the resolution, or  
(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution  
(3) A demand for a poll may be withdrawn if—  
(a) the poll has not yet been taken, and  
(b) the chairman of the meeting consents to the withdrawal  
(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs

#### **Content of proxy notices**

**38**—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—  
(a) states the name and address of the member appointing the proxy,  
(b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed,  
(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and  
(d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate  
(2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes  
(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions  
(4) Unless a proxy notice indicates otherwise, it must be treated as—  
(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and  
(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

#### **Delivery of proxy notices**

**39**—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any



adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person

(2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

### **Amendments to resolutions**

**40.**—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the charity in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

### **Written Resolutions**

**41** (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that

(a) a copy of the proposed resolution has been sent to every eligible member,

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and

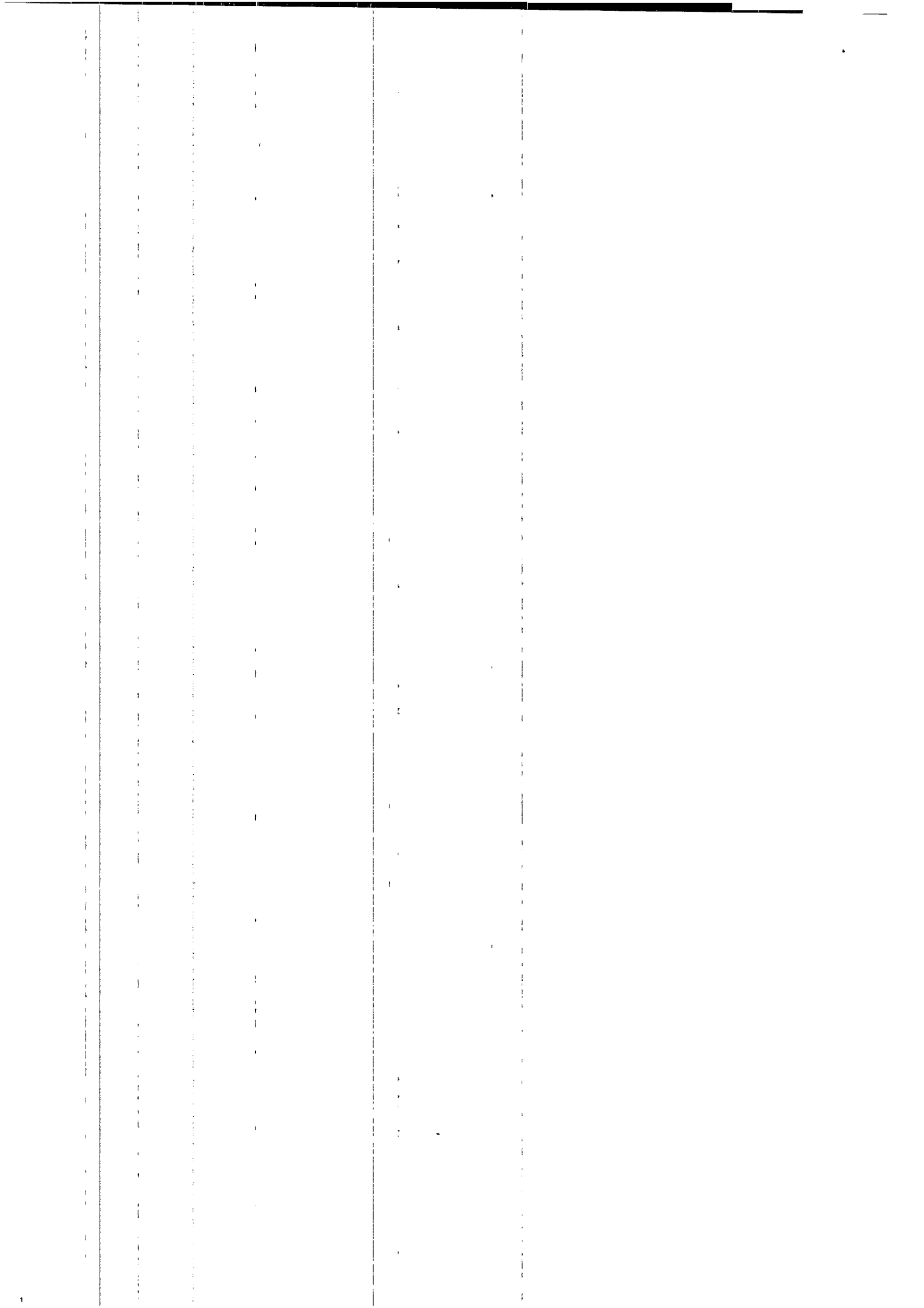
(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement

(3) In the case of a member that is an organisation, its authorised representative may signify its agreement

## **PART 4**





## ADMINISTRATIVE ARRANGEMENTS

### Means of communication to be used

**42** —(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

### Company seals

**43.**—(1) Any common seal may only be used by the authority of the directors

(2) The directors may decide by what means and in what form any common seal is to be used

(3) Unless otherwise decided by the directors, if the charity has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

(4) For the purposes of this article, an authorised person is—

(a) any director of the charity,

(b) the company secretary (if any), or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

### Minutes

**44.** The directors must keep minutes of all

(1) appointments of officers made by the directors,

(2) proceedings at meetings of the charity,

(3) meetings of the directors and committees of directors including

(a) the names of the directors present at the meeting,

(b) the decisions made at the meetings, and

(c) where appropriate the reasons for the decisions

### No right to inspect accounts and other records

**45.** Except as provided by law, required under the terms of any funding arrangements or agreements or authorised by the directors or an ordinary resolution of the charity, no person is entitled to inspect any of the charity's accounting or other records or documents merely by virtue of being a member

## DIRECTORS' INDEMNITY AND INSURANCE



## **Indemnity**

**46.—**(1) Subject to paragraph (2), a relevant director of the charity may be indemnified out of the company's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the charity,
- (b) any liability incurred by that director in connection with the activities of the charity in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the charity

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

## **Insurance**

**47.—**(1) The directors may decide to purchase and maintain insurance, at the expense of the charity, for the benefit of any relevant director in respect of any relevant loss

(2) In this article—

- (a) a “relevant director” means any director or former director of the charity
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the charity or any pension fund or employees' share scheme of the charity

## **DISSOLUTION**

### **Dissolution**

**48** (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways

- (a) Directly for the Objects, or
- (b) By transfer to any charity or charities for purposes similar to the Objects, or
- (c) To any charity or charities for use for particular purposes that fall within the Objects

(2) Subject to any resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred

- (a) Directly for the Objects, or
- (b) By transfer to any charity or charities for purposes similar to the Objects, or
- (c) To any charity or charities for use for particular purposes that fall within the Objects

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 46(1) above is passed by the members or the



directors the net assets of the charity shall be applied for charitable purposes as directed by the Court

