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COMPANIES HOUSE

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION OF
CEEP LIMITED**

1. The name of the company is CEEP LIMITED (and in this document it is called 'the Charity').
2. The Charity's registered office is to be situated in England.
3. The Charity's objects are:
 - (1) To develop the capacity and skills of the members of socially and economically disadvantaged communities in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society; and
 - (2) To promote such other purposes which are charitable under the law of England and Wales as may from time to time be determined.
4. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for the any other purpose):
 - (a) To raise funds. In doing so, the Charity must not undertake any substantial 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. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
 - (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. The Charity must comply as appropriate with sections 38

and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

- (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 formed for any of the Objects;
- (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 clause 5 and provided it complies with the conditions in that clause;
- (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 by the Trustee Act 2000;

- (k) To provide indemnity insurance for the Directors or any other officer of the charity in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of the clause;
- (l) To pay out funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
- (m) To do all such other lawful things as are necessary for the achievements of the Objects.

(2) The liabilities referred to in sub-clause(1) (k) are:

- (a) Any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;

(b) The liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(3) (a) The following liabilities are excluded from sub-clause 2 (a):

- (i) Fines;
- (ii) Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
- (iii) Liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

(b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the charity would avoid going into insolvent liquidation.

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) Subject to the restrictions in sub-clause 4, 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 49.

(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 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.

(4) No Director may:

(a) buy goods or services from the Charity;

- (b) sell goods, services or any interest in land to the Charity;
- (c) be employed by or receive any remuneration from the Charity;
- (d) receive any other financial benefit from the Charity;
unless the payment or transaction is:

(i) permitted in accordance with, and subject to the conditions in, section 73A or 73F of the Charities Act 1993 [services provided by a charity trustee to the charity; trustee indemnity insurance]; or

(ii) previously and expressly authorised in writing by the Charity Commission

6. The liability of the members is limited
7. Every member of the Charity undertakes to contribute such amount not exceeding £1 as may be required to the assets of the Charity if it should be wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Charity contracted before he ceases to be a member and the costs charges and expenses of winding up and for the adjustments of the rights of the contributors among themselves.
8. True accounts shall be kept of the sums of money received and expended by the Charity and the matters in respect of which such receipts and expenditure takes place and of the property credits and liabilities of the Charity and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Charity for the time being such accounts shall be open to the inspection of the members. Once at least in every financial year the accounts of the Charity shall be examined and the correctness thereof and of the balance sheet ascertained so as to conform to the legal requirements of the Companies Acts 1985 and 1989.
9. (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 its debts and liabilities have been paid, or provision has been made for them, shall on 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 for use for particular purposes that fall within the Objects.

(2) Subject to any such 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 its debts and liabilities have been paid, or provision made for them, shall on 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 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 such resolution 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 or the Commission.

I, the person whose name and address is subscribed is desirous of being formed into a Charity in pursuance of this Memorandum of Association.

Name and Address of Subscriber

STEVEN LUKE NAYLOR
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LANCASHIRE
LA1 2ND
UNITED KINGDOM

ANDREW MARSHALL
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Dated: 4 February 2009

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF CEEP LIMITED

INTERPRETATION

1 In these Articles:

"the Act" means The Companies Act 1985

"the Seal" means the common seal of the Company

"secretary" means any person appointed to perform the duties of the secretary of the Company

"members(s)" shall have ascribed to it the meaning as defined in section 22 of the Act and means all members who pay a subscription to the Company and any such other individuals or organisations as shall be added or substituted in accordance with articles 3 and 4 hereof

"associates(s)" means any individual company partnership or other organisation resident in part of the world

Expressions referring to writing shall unless the contrary intention appears become construed as including references to printing lithography photography and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company. The regulations in Table C schedule to the Companies (Tables A to F) Regulations 1985 shall except where they are varied by or are inconsistent with the Articles apply to the Company.

OBJECTS

2 The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3 The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member. Regulation 3 of Table C shall be varied accordingly.

4 The Directors may from time to time admit any person organisation or body as an additional member and may at their discretion remove any such person organisation or body from the list of members.

GENERAL MEETINGS

5 The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

Provided that so long as the company holds its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6 The Directors may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of three or more members or in default maybe convened by such requisitionists as provided by Section 368 of the Act. If at any time there are not sufficient Directors capable of acting to form a quorum any Director or any three members of the Company may convene an Extraordinary Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

7 An Annual General Meeting and a Meeting called for the passing of the Special Resolution shall be called by twenty one days notice in writing at the least and a Meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of the meeting and in the case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company in General Meeting to such persons as are under the Articles of the Company entitled to receive such notices from the Company.

Provided that a Meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

- a) In the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat; and
- b) In the case of any other meeting by a majority in number of the members having a right to attend and vote at the Meeting being a majority together representing not less than 95% of the total voting rights at that Meeting of all the members.

8 The accidental omission to give notice of a meeting to or the non receipt of the notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9 All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting with the exception of the consideration of the accounts balance sheets and the reports of the Directors and Auditors and the appointments of and the fixing of the remuneration of the Auditors.

10 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business save as herein otherwise provided 50% of the members present in person shall be a quorum. If within half an hour of the time appointed for the Meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

11 The Chairman if any of the Company shall preside as Chairman at every General Meeting of the Company or if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act the deputy Chairman shall preside and if he shall not be present the

Secretary shall preside and if the Secretary shall not be present the Treasurer shall preside and if the Treasurer shall not be present the Directors present shall elect one of their number to be Chairman of the Meeting.

12 The Chairman may with the consent of any meeting at which quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on a declaration of the result of the show of hands) demanded:-

- a) by the Chairman; or
- b) by at least two members present in person or by proxy; or
- c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the Meeting.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and on entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

14 Except as provided in Article 20 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll is demanded.

15 In the case of an equality of votes whether on a show of hands or a poll the Chairman of the Meeting at which the show of hands takes place or which the poll is demanded shall be entitled to a second or casting vote.

16 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

17 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

18 Every member shall have one vote.

19 On a poll votes may be given either personally or by proxy.

20 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy must be a member of the Company.

21 The instrument appointing the proxy and the Power of Attorney or other authority if any under which it is signed or a notarially certified copy of that Power or authority shall be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the Meeting not less than

forty eight hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

22 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and is available from the Secretary.

23 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding a previous liquidation for dissolution of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such liquidation dissolution or revocation as aforesaid shall have been received by the Company at the office before the commencement of the Meeting or adjourned meeting at which the proxy is used.

DIRECTORS

24 All Directors of the Company shall be deemed to be Members.

25 The maximum and minimum numbers of Directors shall be determined by the Company in General Meeting but unless and until so fixed there shall be no maximum number and the minimum number of Directors shall be one.

POWERS AND DUTIES DIRECTORS

26 The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Act or these Articles required to be exercised by the Company in General Meeting but no resolution made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that resolution had not been made.

27 All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Directors from time to time by resolution determine.

28 The Directors shall cause Minutes to be made in books provided for the purpose:-

- a) of all appointments of officers made by the Directors;
- b) of the names of the Directors present at each Meeting of the Directors and of any Committee of the directors;
- c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of Committees of the Directors.

DISQUALIFICATION OF DIRECTORS

29 The office of Director shall be vacated if the member:-

- a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- b) becomes prohibited from being a Director by reason of any order made under Sections 295 to 300 (inclusive) of the Act; or
- c) becomes incapable by reason of mental disorder illness or injury of managing and administering his property and affairs; or
- d) resigns his office by notice in writing to the Company.

30 A Director notwithstanding that he or any person connected with him has an interest or duty which is material and which conflicts or may conflict with the interests of the Company may vote in respect of any Contract transaction or arrangement and may be counted in the quorum present at any meeting.

31 No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age.

32 The Company may by ordinary resolution of which special notice has been given in accordance with Section 379 of the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any Agreement between the Company and such Director.

PROCEEDINGS OF DIRECTORS

33 The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a member of the Directors shall at any time summon a meeting of the Directors.

34 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be at least 51% of the members for the time being of the Directors present in person.

35 The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by all pursuant to the Articles of the Company as the necessary quorum of the numbers of the Directors the continuing members or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company but for no other purpose.

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Dated: 29 April 2008