

#### **FILE COPY**

# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8194946

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

### **SHOW YOU GREATNESS**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on 29th August 2012



\*N08194946S\*





In accordance with Section 9 of the Companies Act 2006

# **IN01**

### Application to register a company



A fee is payable with this form. Please see 'How to pay' on the last page X What this form is ase What this form is for You cannot use this You may use this form to register a uk a limited liability pa private or public company this, please use forr TV8 P-37/CC 24/08/2012 **COMPANIES HOUSE Company details** Α1 Company name → Filling in this form Please complete in typescript or in To check if a company name is available use our WebCHeck service and select bold black capitals. the 'Company Name Availability Search' option All fields are mandatory unless specified or indicated by \* www.companieshouse.gov.uk/info O Duplicate names Duplicate names are not permitted Please show the proposed company name below A list of registered names can GREATNESS be found on our website There Proposed company SHOW are various rules that may affect name in full @ your choice of name. More information on this is available in our guidance booklet GP1 at For official use www.companieshouse.gov.uk Company name restrictions @ Company name restrictions Please tick the box only if the proposed company name contains sensitive A list of sensitive or restricted or restricted words or expressions that require you to seek comments of a words or expressions that require government department or other specified body. consent can be found in our quidance booklet GP1 at I confirm that the proposed company name contains sensitive or restricted www.companieshouse.gov.uk 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 Exemption from name ending with 'Limited' or 'Cyfyngedig' o **A3** Name ending exemption Only private companies that are Please tick the box if you wish to apply for exemption from the requirement to limited by guarantee and meet other have the name ending with 'Limited', Cyfyngedig' or permitted alternative specific requirements are eligible to apply for this. For more details, I confirm that the above proposed company meets the conditions for please go to our website exemption from the requirement to have a name ending with 'Limited', www.companieshouse.gov.uk 'Cyfyngedig' or permitted alternative. Α4 Company type® Company type Please tick the box that describes the proposed company type and members' If you are unsure of your company's liability (only one box must be ticked). type, please go to our website www.companieshouse.gov.uk **Public limited by shares** Private limited by shares Private limited by guarantee Private unlimited with share capital Private unlimited without share capital

#### Application to register a company A5 Situation of registered office o • Registered office Please tick the appropriate box below that describes the situation of the Every company must have a proposed registered office (only one box must be ticked) registered office and this is the **England and Wales** address to which the Registrar will Wales send correspondence Scotland For England and Wales companies, Northern Ireland the address must be in England or For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively Α6 Registered office address @ Registered office address Please give the registered office address of your company You must ensure that the address Building name/number shown in this section is consistent with the situation indicated in Street section A5 You must provide an address in England or Wales for companies to be registered in England and Wales Post town You must provide an address in County/Region Wales, Scotland or Northern Ireland for companies to be registered in Postcode Wales, Scotland or Northern Ireland respectively Α7 Articles of association @ Please choose one option only and tick one box only • For details of which company type can adopt which model articles, I wish to adopt one of the following model articles in its entirety. Please tick Option 1 please go to our website only one box www companieshouse gov uk 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 Α8 Restricted company articles 4 Please tick the box below if the company's articles are restricted O Restricted company articles Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

**IN01** 

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### **IN01**

Application to register a company

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

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 •				
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5	• Corporate appointments For corporate secretary appointments, please complete			
Title*	SCACIAN				
Full forename(s)	LOLA GORDON	Additional appointments			
Surname	GORDON	If you wish to appoint more than one secretary, please use the 'Secretary appointments'			
Former name(s) <b>©</b>		continuation page			
		Permer 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 ®				
Building name/numb	er 58	Service address			
Street	Palace Square	This is the address that will appear on the public record. This does not have to be your usual residential address.			
Post town	Che la wood	Please state 'The Company's			
County/Region	London	Registered Office' if your service address will be recorded in the			
Postcode	SEIQZUS	proposed company's register of secretaries as the company's registered office			
Country		If you provide your residential address here it will appear on the public record			
B3	Signature o				
	I consent to act as secretary of the proposed company named in Section A1	O Signature The person named above consents			
Signature	Signature X	to act as secretary of the proposed company			

# IN01

Application to register a company

# **Corporate secretary**

C1	Corporate secretary appointments •	<del></del>
	Please use this section to list all the corporate secretary appointments taken on formation	Additional appointments     If you wish to appoint more than one corporate secretary, please use the
Name of corporate body/firm		'Corporate secretary appointments' continuation page  Registered or principal address
Building name/number		This is the address that will appear on the public record This address
Street		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
Post town		LP (Legal Post in Scotland) number
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	<u> </u>
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	<ul> <li>→ Yes Complete Section C3 only</li> <li>→ No Complete Section C4 only</li> </ul>	
C3	EEA companies ®	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered •		www.companieshouse.gov.uk  This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Non-EEA     Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
Registration number		
C5	Signature 9	
	I consent to act as secretary of the proposed company named in Section A1	<b>⊙</b> Signature
Signature	Signature	The person named above consents to act as corporate secretary of the
	×	proposed company

#### Director

D1	Director appointments •			
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	• Appointments  Private companies must appoint at least one director who is an		
Title*	DIRECTOR	individual Public companies must		
Full forename(s)	PAUL GORDON	appoint at least two directors, one of which must be an individual		
Surname	GORDON	• Former name(s) • Please provide any previous names		
Former name(s)   O		which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used		
Country/State of	UNITED KINGDOM	for business purposes		
residence • Nationality	BRITISH	● Country/State of residence This is in respect of your usual		
Date of birth	11 4 6 70 71 19 16 70	residential address as stated in section D4		
Business occupation (if any) •		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	Dırector's service address <sup>©</sup>			
D2	Please complete the service address below You must also fill in the director's usual residential address in Section D4	appointments' continuation page  Service address This is the address that will appear		
D2 Building name/numb	Please complete the service address below You must also fill in the director's usual residential address in <b>Section D4</b>	appointments' continuation page  Service address This is the address that will appear on the public record This does not have to be your usual residential		
Building name/numb	Please complete the service address below You must also fill in the director's usual residential address in <b>Section D4</b>	Service address This is the address that will appear on the public record This does not have to be your usual residential address		
Building name/numb	Please complete the service address below You must also fill in the director's usual residential address in <b>Section D4</b>	appointments' continuation page  Service address This is the address that will appear on the public record This does not have to be your usual residential		
Building name/numb	Please complete the service address below You must also fill in the director's usual residential address in Section D4  Der 58 Palace Square	appointments' continuation page  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		
Building name/numb Street Post town	Please complete the service address below You must also fill in the director's usual residential address in Section D4  Der 58 Palace Square	appointments' continuation page  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 registered office		
Building name/numb Street Post town	Please complete the service address below You must also fill in the director's usual residential address in Section D4  Der 58 Palace Square  Upper Norwood	appointments' continuation page  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		
Building name/numb Street Post town County/Region Postcode	Please complete the service address below You must also fill in the director's usual residential address in Section D4  Der 58 Palace Square  Upper Norwood	appointments' continuation page  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		
Building name/numb Street Post town County/Region Postcode	Please complete the service address below You must also fill in the director's usual residential address in Section D4  Der 58 Palace Square  Upper Norwood	appointments' continuation page  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		
Building name/numb Street  Post town  County/Region  Postcode  Country	Please complete the service address below You must also fill in the director's usual residential address in Section D4  Der 58 Palace Square  UPPER NOT WOOD  SEI 92CS	appointments' continuation page  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		

# IN01

Application to register a company

### **Corporate director**

E1	Corporate director appointments •		
<del>_</del>	Please use this section to list all the corporate directors taken on formation	Additional appointments	
Name of corporate body or firm		If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page	
Building name/number		Registered or principal address	
Street		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	
Post town		a PO box number (unless contained within a full address), DX number or	
County/Region		LP (Legal Post in Scotland) number	
Postcode			
Country			
E2	Location of the registry of the corporate body or firm		
_	Is the corporate director registered within the European Economic Area (EEA)?  → Yes Complete Section E3 only  → No Complete Section E4 only		
E3	EEA companies •		
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	• EEA  A full list of countries of the EEA can be found in our guidance	
Where the company/		www.companieshouse.gov.uk	
Registration number		This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
	Non-FFA companies	<u> </u>	
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.	<ul> <li>Non-EEA</li> <li>Where you have provided details of the register (including state) where the company or firm is registered,</li> </ul>	
Legal form of the corporate body or firm		you must also provide its number in that register	
Governing law			
If applicable, where the company/firm is registered •			
If applicable, the registration number			
E5	Signature <sup>©</sup>	_	
	I consent to act as director of the proposed company named in Section A1	<b>⊙</b> Signature	
Signature	Signature X	The person named above consents to act as corporate director of the proposed company	

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Part 3	Statement	of capital				
	Does your company	have share capital?			!	
	ł .	plete the sections belo				
	<b>→ No</b> Got	o Part 4 (Statement	of guarantee)			
F1	Share capital in pound sterling (£)					
Please complete the ta If all your issued capit			ld in pound sterling and then go to Section F4			
Class of shares (E g Ordinary/Preference etc	:)	Amount paid up on each share •	Amount (if any) unpaid on each share •	Number of sha	ares 🖸	Aggregate nominal value 1
						£
						£
						£
						£
			Totals			£
F2	Share capital in	other currencies				
Please complete the ta Please complete a sep			I in other currencies			
Currency			•	· <u>-</u> · ···		
Class of shares (E.g. Ordinary/Preference etc	•)	Amount paid up on each share •	Amount (if any) unpaid on each share	Number of shares • Aggre		Aggregate nominal value 😉
		-				
	•		Totals	5		
Currency						<u></u>
Class of shares (E g Ordinary/Preference etc.)		Amount paid up on each share	Amount (if any) unpaid on each share	Number of sha	res <b>0</b>	Aggregate nominal value 3
			Totals			
F3	Totals					_
	Please give the total number of shares and total aggregate nominal value of issued share capital			O Total aggregate nominal value Please list total aggregate values in		
Total number of shares						currencies separately For £100 + €100 + \$10 etc
Total aggregate nominal value 🍑						
• Including both the nome share premium • Total number of issued s	·	Number of shares issue nominal value of each	share Plea	ntinuation Pag ase use a State pe if necessary		al continuation

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Sections F1</b> and F2	• Prescribed particulars of rights attached to shares
Class of share  Prescribed particulars		O 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 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

lass of share	Prescribed particulars of rights     attached to charge.
rescribed particulars	
Prescribed particulars O	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 a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

## **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

Initial shareholdings Please list the company's subscribers ın alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

subscribers' usi		residential address	ic record in ese	do not need to	be tile	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							9	
Address							***	
Name								
Address								
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Part 4	Statement of guarantee	
	Is your company limited by guarantee?  → Yes Complete the sections below → No Go to Part 5 (Statement of compliance)	-
		1
G1	Subscribers	- <sub>-</sub>
	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.	Name     Please use capital letters.      Address     The addresses in this section will
	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	appear on the public record They do not have to be the subscribers' usual residential address.  • Amount guaranteed Any valid currency is permitted  Continuation pages Please use a 'Subscribers' continuation page if necessary
	Subscriber's details	_
Forename(s) •	PAUL	_
Surname •	GORDON	
Address <b>②</b>	USPER NORWOOD, London	_
Postcode	SEIAZLS	
Amount guaranteed	71.00	_
	Subscriber's details	
Forename(s) •	LOLA GORDON	
Sumame •	GORDON	
Address <b>②</b>	58 Palace square upper Norwood, London	_
Postcode	SETAZUS	
Amount guaranteed 9	£ 1.00	_   _
	Subscriber's details	·-
Forename(s)   •		_
Surname   G		
Address 👁		
Postcode		
Amount guaranteed	1 1 1 1 1 1	

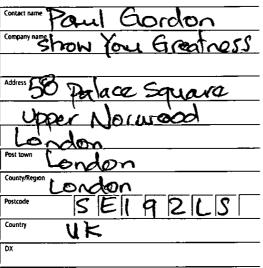
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# **Statement of compliance** Part 5 This section must be completed by all companies. Is the application by an agent on behalf of all the subscribers? Go to Section H1 (Statement of compliance delivered by the → Yes Go to Section H2 (Statement of compliance delivered by an agent) Statement of compliance delivered by the subscribers • **⊕** Statement of compliance Please complete this section if the application is not delivered by an agent delivered by the subscribers for the subscribers of the memorandum of association Every subscriber to the memorandum of association must sign the statement of compliance I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Subscriber's signature X X Subscriber's signature X

Subscriber's signature		Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature	X
Subscriber's signature	Signature	_ <b>x</b>
Subscriber's signature	Signature X	<b>x</b>
H2	Statement of compliance delivered by an agent  Please complete this section if this application is delivered by an agent for	_
	the subscribers to the memorandum of association	_
Agent's name		_
Building name/number Street		-
Post town		-
County/Region		_
Postcode		
Country	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	-
Agent's signature	Signature	-

#### 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.



Telephone 07960 185 212

#### 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

Any addresses given must be a physical location
They cannot be a PO Box number (unless part of a
full service address), DX or LP (Legal Post in Scotland)
number

The document has been signed, where indicated All relevant attachments have been included You have enclosed the Memorandum of Association You have enclosed the correct fee

#### Important information

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

#### How to pay

#### A fee is payable on this form

Make cheques or postal orders payable to 'Companies House' For information on fees, go to www.companieshouse.gov.uk

#### ■ Where to send

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

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

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

For companies registered in Northern Ireland The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

#### Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

#### Further information

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

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

#### **COMPANY NOT HAVING SHARE CAPITAL**

#### Memorandum of Association of SHOW YOU GREATNESS

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

Name of each subscriber

Authentication by each subscriber

**PAUL GORDON** 

**LOLA GORDON** 

Date 23 August 2012

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# **SHOW YOU GREATNESS**

#### SCHEDULE 2

Regulation 3

# MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

#### INDEX TO THE ARTICLES

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- 2. Liability of members

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- 4. Members' reserve power
- 5. Directors may delegate
- 6. Committees

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- 8. Unanimous decisions
- 9. Calling a directors' meeting
- 10. Participation in directors' meetings
- 11. Quorum for directors' meetings
- 12. Chairing of directors' meetings
- 13. Casting vote
- 14. Conflicts of interest
- 15. Records of decisions to be kept
- 16. Directors' discretion to make further rules

#### APPOINTMENT OF DIRECTORS

- 17. Methods of appointing directors
- 18. Termination of director's appointment
- 19. Directors' remuneration
- 20. Directors' expenses

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#### 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,

- "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;
- "director" means a director of the company, 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 company.

#### Liability of members

- 2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company 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 company'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.

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#### PART 2

#### **DIRECTORS**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### Directors' general authority

3.—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

#### Members' reserve power

4.—(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

- 5.—(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.

#### **Committees**

- 6.—(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

7.—(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 8.

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talk beautiful and in the second form of the control of the second of th a march • Fig. 1 (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**

8.—(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

9.—(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 company 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

- 10.—(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.

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(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

- 11.—(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,

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

- 12.—(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**

- 13.—(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

14.—(1) If a proposed decision of the directors is concerned with an actual or proposed

transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when-
  - (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
  - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

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- (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes—
  - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
  - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
  - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors
- (5) For the purposes of this article, references to proposed decisions and decision-making

processes include any directors' meeting or part of a directors' meeting.

- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### Records of decisions to be kept

15. The directors must ensure that the company 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

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

#### APPOINTMENT OF DIRECTORS

#### Methods of appointing directors

- 17.—(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.
- (2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

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(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

#### Termination of director's appointment

- 18. 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 company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

#### Directors' remuneration

- 19.—(1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine-
  - (a) for their services to the company as directors, and
  - (b) for any other service which they undertake for the company.
- (3) Subject to the articles, a director's remuneration may-
  - (a) take any form, and
  - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

#### Directors' expenses

- 20. 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
  - (c) separate meetings of the holders of debentures of the company,

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

#### PART 3

#### **MEMBERS**

#### BECOMING AND CEASING TO BE A MEMBER

#### Applications for membership

- 21. No person shall become a member of the company 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.

#### Termination of membership

- 22.—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

#### ORGANISATION OF GENERAL MEETINGS

#### Attendance and speaking at general meetings

- 23.—(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

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24. 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

- 25.—(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

- 26.—(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

- 27.—(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 company 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 company's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.

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(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

28. 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

29.—(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**

- 30.—(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

- 31.—(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

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- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company 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**

- 32.—(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 company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company 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

- 33.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution 1f—
  - (a) notice of the proposed amendment is given to the company 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.

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#### PART 4

### ADMINISTRATIVE ARRANGEMENTS

#### Means of communication to be used

- 34.—(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 company.
- (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

- 35.—(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 company 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 company;
  - (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.

#### No right to inspect accounts and other records

36. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

37. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

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DIRECTORS' INDEMNITY AND INSURANCE

#### Indemnity

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38.—(1) Subject to paragraph (2), a relevant director of the company or an associated company 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 company or an

associated company,

(b) any liability incurred by that director in connection with the activities of the company or an associated company 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 company or an associated company.

(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.

(3) In this article-

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the company or an associated company.

#### Insurance

- 39.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, 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 company or an

associated company,

- (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 company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

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- (d) A Director may not receive any other benefit or payment unless it is authorized by article 41
- (3) Subject to article 41, none of the income of property of the **Show You Greatness** may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the organization/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/organization
  - (b) Reasonable and proper remuneration for any goods or services supplied to the charity/organization

(c)

#### Benefits and payments to charity/organization directors and connected persons

#### 41.—(1) General provisions

No Director or connected persons may

- (a) Buy any goods or services from the charity/organization on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interests in land to the charity/organization,
- (c) be employed by, or receive remuneration from the charity/organization,
- (d) receive any other financial benefit from the charity,

Unless the payment are permitted by this article, or authorized by the court or the Charity Commission

In this article, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value

$$41.-(2)$$

The object of the company are the promotion or regulation of the commerce, art, science education, religion, charity or any profession, and anything incidental or conducive to any of those objects,

- (a) Require its income to be applied in promoting its objects (the non-profit distribution clause)
- (b) Require all the assets that would otherwise be available to its members generally to be transferred on its winding up either
  - 1) to another body with objects similar to its own, or
  - 11) to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the company)



# **ShowYou Greatness**

(Company Limited by Guarantee)
58 Palace Square, Upper Norwood, London SE19 2LS
Tel: 020 87719308 Fax 020 8653 1413 E: showyougreatness@gmail.com

W: www.showyougreatness org (Pending)

#### The aims & objectives of SHOW YOU GREATNESS are:

Show You Greatness is a holistic approach to community empowerment with a strong emphasis on engaging the mindset / mentality that promotes and enhances that empowerment and creates social transformation. The motto of Show You Greatness is, "...Empowering our community, nurturing, enhancing & promoting their greatness..."

The organisation focuses on both youth and adult transformation. The main areas of Show You Greatness will be in, economic empowerment, educational empowerment, family enhancement and other pertinent social engagement, dynamically allowing transformation using the organisation's main tools and philosophy of 'teams and teamwork'

#### Articles of Association - 'Show You Greatness' will:

- Nurture and promote any individual /collective community abilities so that what every
  facilities or service available is used to forward the charity/organisation's objectives of
  enhancement, engaging and delivering training, education, support and
  practical/sustainable projects and programs, services and events
- Promote community & financial empowerment through innovative entrepreneurship. This is achieved by providing entrepreneurial facilities, training and mentoring for new and existing businesses, community/charitable groups and SME's
- To provide creative-arts training, mentoring, education and any other innovative vehicle to create workable and sustainable creative-arts platforms
- Engage investment activities for which any proceeds will be used to benefit the aims and objectives of the organisation
- Work with other external facilities and/or organisations to provide and promote the aims and objectives of The Organisation
- The Organisation may operate various types of membership systems as required to forward the aims and objective of The Organisation
- To actively seek to find innovative methods of job creation and sustainability

The object of the company are the promotion or regulation of the commerce, art, science education, religion, charity or any profession, and anything incidental or conducive to any of those objects;

- (a). Require its income to be applied in promoting its objects (the non-profit distribution clause).
- (b). Require all the assets that would otherwise be available to its members generally to be transferred on its winding up either
  - i) to another body with objects similar to its own; or
  - ii) to another body the objects of which are the promotion of charity and anything incidental or conducive thereto. (whether or not the body is a member of the company)

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