FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **9929820**

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

OLYMPUS GYMNASTICS CLUB LTD

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

Given at Companies House on **24th December 2015**

N09929820Q

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

100058/40

In accordance with Section 9 of the Companies Act 2006

IN01
Application to register a company

Companies House

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 f**
You cannot use this form t
a limited liability partnersh
this, please use form LL IN

THURSDAY

A4MYCRHT
A05 24/12/2015 #63
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCHeck service and select the 'Company Name Availability Search' option.

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full ❶: OLYMPUS GYMNASTICS CLUB LTD

For official use: 9 9 2 9 8 2 0

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

❶ **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 on this is available in our guidance booklet GP1 at: www.gov uk/companieshouse

A2 Company name restrictions ❷

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

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www gov uk/companieshouse

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸

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

❸ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website www gov uk/companieshouse

A4 Company type ❹

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

❹ **Company type**
If you are unsure of your company's type, please go to our website www gov uk/companieshouse

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A5 Situation of registered office ❶

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

❶ 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 ❷

Please give the registered office address of your company.

Building name/number	25 GROSVENOR ROAD
Street	
Post town	WREXHAM
County/Region	WREXHAM
Postcode	LL11 1BT

❷ 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 ❸

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

❸ For details of which company type can adopt which model articles, please go to our website www gov uk/companieshouse

A8 Restricted company articles ❹

Please tick the box below if the company's articles are restricted

- ☐

❹ Restricted company articles
Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www gov uk/companieshouse

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 ❶

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary, complete Sections C1-C4.

Title*

Full forename(s)

Surname

Former name(s) ❷

❶ Corporate appointments
For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2 Secretary's service address ❶

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ 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

Corporate secretary

C1 Corporate secretary appointments ❶

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Additional appointments**
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**
→ **No** Complete **Section C4 only**

C3 EEA companies ❷

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 ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www gov uk/companieshouse

❸ This is the register mentioned in Article 3 of the First Company Law 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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

Registration number

❹ **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

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4.

Title*	MR
Full forename(s)	MARCO
Surname	ABBIATI
Former name(s) ❷	—
Country/State of residence ❸	UK
Nationality	ITALIAN
Month/year of birth ❹	X X m 0 2 m 2 y 1 y 9 y 7 y 5
Business occupation (if any) ❺	MANAGING DIRECTOR

❶ 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

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4

❹ Month and year of birth
Please provide month and year only

❺ 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 ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	
Street	THE COMPANYS REGISTERED OFFICE
Post town	
County/Region	
Postcode	
Country	

❻ 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.

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4.

Title*	MRS
Full forename(s)	JULIE ANNE
Surname	EDWARDS
Former name(s)❷	–
Country/State of residence❸	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth❹	X X m1 m1 y1 y9 y6 y9
Business occupation (if any)❺	GYMNASTICS COACH

❶ **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

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4

❹ **Month and year of birth**
Please provide month and year only.

❺ **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 ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	
Street	THE COMPANYS REGISTERED OFFICE
Post town	
County/Region	
Postcode	
Country	

❻ **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

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4.

Title*	MR
Full forename(s)	PAUL JOHN
Surname	EDWARDS
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ❹	X X m1 m1 y1 y9 y6 y8
Business occupation (if any) ❺	GYMNASTIC COACH

❶ **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

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4

❹ **Month and year of birth**
Please provide month and year only

❺ **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 ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	
Street	THE COMPANYS REGISTERED OFFICE
Post town	
County/Region	
Postcode	
Country	

❻ **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

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4

Title*	MRS
Full forename(s)	MICHELLE
Surname	LEWIS
Former name(s)❷	HOLLAND
Country/State of residence❸	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth❹	X X m1 m0 y1 y9 y7 y1
Business occupation (if any)❺	BOOKKEEPER

❶ 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

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4

❹ Month and year of birth
Please provide month and year only

❺ 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 ❻

Please complete the service address below You must also fill in the director's usual residential address in **Section D4.**

Building name/number	
Street	THE COMPANYS REGISTERED OFFICE
Post town	
County/Region	
Postcode	
Country	

❻ 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

Corporate director

E1 Corporate director appointments ❶

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	

❶ **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 ❷

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 ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www gov uk/companieshouse

❸ 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 ❹	
If applicable, the registration number	

❹ **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

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
				£
				£
				£
				£
		Totals		£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency

Currency

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

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
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value 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

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 ❶	

❶ 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

A separate table must be used for each class of share

Continuation pages
Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Class of share	
Prescribed particulars ❶	

❶ 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 a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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						

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

→ **No** Go to **Part 5** (Consent to act)

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

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

Subscriber's details

Forename(s) ❶	MARCO
Surname ❶	ABBIATI
Address ❷	25 GROSVENOR ROAD
	WREXHAM
Postcode	LL11 1BT
Amount guaranteed ❸	£1

Subscriber's details

Forename(s) ❶	JULIE, ANNE
Surname ❶	EDWARDS
Address ❷	25 GROSVENOR ROAD
	WREXHAM
Postcode	LL11 1BT
Amount guaranteed ❸	£1

Subscriber's details

Forename(s) ❶	PAUL, JOHN
Surname ❶	EDWARDS
Address ❷	25 GROSVENOR ROAD
	WREXHAM
Postcode	LL11 1BT
Amount guaranteed ❸	£1

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	Subscriber's details
Forename(s) ❶	MICHELLE
Surname ❶	LEWIS
Address ❷	25 GROSVENOR ROAD WREXHAM
Postcode	LL11 1BT
Amount guaranteed ❸	£1
	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

Part 5 Consent to act

H1 Consent statement

Please tick the box to confirm consent.

☑ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

Part 6 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 I1** (Statement of compliance delivered by the subscribers).
- → **Yes** Go to **Section I2** (Statement of compliance delivered by an agent)

I1 Statement of compliance delivered by the subscribers ❶

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

Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

❶ **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

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Application to register a company

12 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	WALES CO-OPERATIVE CENTRE
Building name/number	Y BORTH / 13
Street	BEDDAU WAY
Post town	CAERPHILLY
County/Region	CAERPHILLY
Postcode	CF83 2AX
Country	WALES

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Agent's signature

Signature

X X

IN01 ·

Application to register a company

Presenter information

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

Contact name NICK WILSON

Company name WALES CO-OPERATIVE CENTRE

Address Y BORTH
13 BEDDAU WAY

Post town CAERPHILLY

County/Region CAERPHILLY

Postcode CF83 2AX

Country WALES

DX

Telephone

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 I2).

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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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 and day of birth.

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 gov.uk/companieshouse

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 gov uk/companieshouse or email enquiries@companieshouse gov uk

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

Company Number _____

THE COMPANIES ACT 2006

A PRIVATE
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

Olympus Gymnastics Club Ltd

Incorporated the _____ day of _____ _____

THE COMPANIES ACT 2006

A PRIVATE
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

Olympus Gymnastics Club Ltd

Each subscriber to this Memorandum of Association wishes to form a Company under the Companies Act 2006 and agrees to become a Member of the Company.

Name of each subscriber	Authentication by each subscriber
PAUL EDWARDS	P Edwards.
JULIE EDWARDS	J Edwards
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Date 14th DEC 2015

THE COMPANIES ACT 2006

A PRIVATE
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

Olympus Gymnastics Club Ltd

PRELIMINARY

1. The Company shall be bound by the regulations contained in the Companies (Model Articles) Regulations 2008 schedule 2 except where modified by these Articles. In the case of any variation or inconsistency between these Articles and the Model Articles, these Articles shall prevail.

INTERPRETATION

2. In these Articles:-

- "The Act" means the Companies Act 2006 including any statutory amendments or re-enactment thereof for the time in force.
- "The area" means Wales.
- "Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect.
- "Employee" means a person who is employed by the Company (whether full or part time) including a director of the Company.
- "Executed" includes any mode of execution.
- "The secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

3. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles became binding on the Company.

OBJECTS ASSETS OF THE COMPANY

4. The objects of the Company shall be to:

   a) To provide facilities and services to promote and enable the participation in sports and improve the well-being for children and adults in Wrexham and the surrounding areas;

   b) To provide facilities and quality coaching services to promote involvement and participation in performance gymnastics in North Wales;

   c) To promote inclusive programmes and services for improving people's health, tackling obesity, building individuals confidence and self-esteem;

   d) To provide opportunities for volunteers, young people and the unemployed to develop transferable skills and abilities in the sports sectors allowing them to enter or re-engage with the employment market;

   e) To provide services by associating with sports organisations, local communities, local authorities, health organisations and local schools in a common effort to enable individuals to improve their health and quality of life;

   f) To manage and improve the facilities and services of the Company which, in the opinion of the Directors, may enhance the sustainability of the Company.

5. The income and property of the Company shall be applied in accordance with the objects and powers of the Company and no portion shall be paid or transferred directly or indirectly to the Members of the Company except by way of payment in good faith of reasonable and proper wages, and repayments (including loans) or expenses to any Member or employee of the Company in return for any services actually rendered to the Company.

MEMBERSHIP

6. The first Members of the Company shall be the Subscribers to the Memorandum of Association.

7. The Board of Directors may admit to membership:

   a) any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or

   b) any society, company, local authority or unincorporated association which is in agreement with the objects of the Company.

   provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 11.

8. A Member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person.

9. Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable.

10. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription. The Board of Directors will from time to time set the membership subscription rate for each class of membership. No applicant shall be entered in the Register of Members until such subscription has been received by the Company, unless the Board decides to waive the subscription in any particular case.

CATEGORIES OF MEMBERSHIP

11. Every Member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors:

    a) Community Members shall be Members who live, work or have an interest within the community of Wrexham and support the aims and objectives of the Company

    b) Corporate Members shall be members admitted under Article 7(b).

REGISTER OF MEMBERS

12. The Company shall keep a Register of Members containing the name and address of every Member, the date on which they became a member and the date on which they ceased to be a Member. Every Member shall either sign a written consent to become a Member or sign the Register of Members. Members shall inform the Secretary of change of address.

CESSATION OF MEMBERSHIP

13. A Member shall cease to be a member immediately that he/she or it:

    a) ceases to fulfil any of the qualifications for membership as specified by Article 7 and Article 11; or

    b) resigns in writing to the Board of Directors; or

    c) is expelled by a Special Resolution carried in accordance with Article 29 at a General Meeting called to consider the matter; or

    d) dies, if an individual person; or

    e) is wound up or goes into liquidation, if a corporate body or association.

14. The rights and privileges of a Member shall not be transferable or transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such.

GENERAL MEETINGS

15. The Company shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it.

16. The business of an Annual General Meeting shall include;

    a) The receipt of the reports of the Chairperson and Board of Directors of the Company;

    b) the consideration of audited accounts (if any) presented by the Board of Directors;

    c) the election of the Board of Directors;

    d) the election of a Chairperson, being a member of the Board of Directors, who shall preside at all General Meetings and meetings of the Board of Directors;

    e) a decision on the application of any profits;

    f) the election of the executive officers;

    g) the appointment and the fixing of the remuneration of the Auditors (if any).

    All other business transacted at an Annual General Meeting shall be deemed Special.

17. General Meetings of the Company shall be held at annual intervals. But the Company in General Meeting may decide to hold a General Meeting more or less frequently.

18. The Board of Directors may, whenever they think fit, convene a General Meeting of the Company, or the Members may convene a General Meeting as provided by section 303 of the Act.

NOTICES

19. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 29 shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained.

20. Notice of every General Meeting shall be given in writing to every Member of the Company and to the Auditors (if any) and shall be given personally or by sending it by post to them or their registered office or any address given by them for this purpose within the United Kingdom.

21. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted. Notices sent by electronic communication, must be done in accordance with the Act.

22. The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of a General Meeting the exact nature of the business to be raised at the meeting shall be specified.

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

PROCEEDINGS AT GENERAL MEETINGS

24. Every Member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.

25. No business shall be transacted at a General Meeting unless a quorum of Members is present in person or by proxy. Three Members or if greater, one-third of the membership, entitled to vote for the time being shall be the quorum.

26. If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting Members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

27. The Chairperson or in their absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present shall elect one of their number to be Chairperson.

28. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.

29. Decisions at General Meetings shall be made by passing resolutions:

    a) The decisions involving an alteration to the Articles of Association, or to wind up the Company and other decisions so required from time to time by statute and by these Articles shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members of the Company present and voting at an Extraordinary General Meeting.

    b) All other decisions shall be made by Ordinary Resolution requiring a simple majority, save where the Articles of Association or the Act (or any other statute or regulation) require otherwise.

30. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by:

    a) the Chairperson, or

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b) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

31. Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

32. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.

33. Votes may be given personally or by proxy appointed by the Member.

34. Each Member or proxy shall have one vote. A proxy has a right to speak at a General Meeting. In the case of an equality of votes the Chair shall not have a second or casting vote.

35. Written resolutions of the Members, passed in accordance with the Act, shall be as effective as resolutions passed at a General Meeting.

BOARD OF DIRECTORS

36. The structure of the Board of Directors must always include two Gymnastic Technical Directors.

37. The business of the Company shall be managed by a Board of Directors which shall be accountable to the Members.

38. At every second Annual General Meeting, one-quarter of the Board of Directors, shall retire from office, retiring Directors shall be those Directors longest in office since their last election. If there is a choice between retiring Directors of equal service it shall be made by drawing lots. In the event that the number is not divisible by four, then the proportion to retire shall be that nearest to one-quarter. Retiring Directors shall be eligible for re-election without further nomination. All Directors will be elected by the Members at the Annual General Meeting of the Company.

39. At an Annual General Meeting when a Director is due to retire, invitations for nominations for the position of Director will be sent to all Members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of whom shall be Members of the Company.

40. From the second Annual General Meeting onwards, only people who have been Members for at least twelve months may stand for election as Directors.

41. Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than three.

42. The Directors may at any time co-opt any person to the Board of Directors whether or not they are a Member of the Company, and that no more than three such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter

PROCEEDINGS OF THE BOARD OF DIRECTORS

43. The Board of Directors may meet together for business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes.

44. In the case of an equality of votes the Chairperson shall not have a second or casting vote.

45. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.

46. The quorum necessary for the transaction of business of the Board of Directors shall be three Directors.

47. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 41, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.

48. The Chairperson or in their absence some other director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.

49. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any Member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.

50. A resolution in writing signed by all Directors for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Directors and may consist of several documents in like form signed by one or more Directors.

POWERS OF THE BOARD OF DIRECTORS

51. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.

52 No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.

53. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

54. All receipts for moneys paid to the Company shall be executed in such manner as the Directors shall from time to time direct, providing that all instruments of expenditure above a specified amount must be signed by a least two Directors.

55. The Directors of the Company, will appoint two Directors to sign on behalf of the Company any legal documents including leases where signatures are required in the execution of the Company's powers.

56. The Board of Directors may delegate any of its powers to sub-committees consisting of such Members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors

DISQUALIFICATION AND REMOVAL OF DIRECTORS

57. The office of a Director shall be immediately vacated if he/she:

a) ceases to be a Director by virtue of any provision of the Act or become prohibited by law from being a Director; or

b) becomes bankrupt or make any arrangement or composition with their creditors generally; or

c) 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; or

d) 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; or

e) resigns their office by notice to the Company; or

f) shall for more than four consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his/her office be vacated; or

g) is removed from office by resolution of the Company in General Meeting in accordance with Section 168 of the Act.

REMUNERATION OF DIRECTORS

58. Any remuneration of Directors shall only be in respect of services actually rendered to the Company including the payment of fair and proper wages in the case of Directors employed by the Company. Directors may also be paid all reasonable expenses incurred by them in attending and returning from meetings of Directors or General Meetings of the Company or in connection with the business of the Company.

SECRETARY AND OTHER EXECUTIVE OFFICERS

59. Subject to the provisions of the Act, the Secretary and other executive officers shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary or executive officer so appointed may be removed by them.

ACCOUNTS

60. The Board of Directors shall cause proper books of account to be kept with respect to:

a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.

b) All sales and purchases of goods and/or services by the Company.

c) The assets and liabilities of the Company.

61. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

62. The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit, and shall always be open to the inspection of all Members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting.

63. The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

APPLICATION OF SURPLUS

64. The surplus funds of the Company shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors and approved at the Annual General Meeting:

a) to create a general reserve for the continuation and development of the Company;

b) to make a payment for social or charitable purposes.

RULES OR BYE LAWS

65. The Board of Directors may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Company.

INDEMNITY

66. Every Member, Director, Company Secretary, auditor (if any) and other officer for the time being of the Company may be indemnified out of the assets of the Company against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of the Act, except to the extent that such losses or liabilities shall be attributable to:

a) fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or

b) negligence; or

c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

DISSOLUTION

67. In the event of the dissolution or winding-up of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed among the Members but shall be transferred in the furtherance of the Objects to any organisation having Objects similar to or compatible with the Objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company by virtue of Article 5 above as may be determined by a General Meeting, or in so far as the assets are not transferred, shall be held for charitable purposes.

AMENDMENT TO ARTICLES

68. The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 29 except those otherwise specified. All amendments shall be registered with the Registrar of Companies.

LIMITED LIABILITY

69. The liability of the Members is limited.

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70. Every Member of the Company promises to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a Member, in the event of the same being wound up while they are a Member or within one year after they cease to be a Member.

SOCIAL AUDIT

71. A Social audit of the Company may, by resolution of the Company in General Meeting, be undertaken annually of the Company's activities, in addition to any financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Company's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Company's overall performance in relation to its objects.

    Such a social audit may be drawn up by an independent assessor appointed by the Company in General Meeting, or by the Board of Directors who may submit their report for verification or comments to an independent assessor.

    A social audit may include an assessment of the internal collective working of the employees of the Company, including employees' views, internal democracy and decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Company's activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in areas where the Company is located.