



**FILE COPY**

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

Company Number **10695501**

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

**THERA EAST MIDLANDS TRADING LIMITED**

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 **28th March 2017**



**\*N10695501E\***



**Companies House**



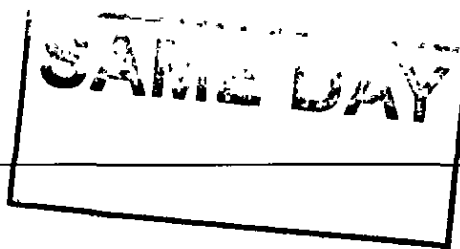
**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

IN01

Application to register a company

0301 27/900

laserform



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

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

✗ **What this form is NOT for**  
You cannot use this form to register  
a limited liability partnership. To do  
this, please use form LL IN01. Do not  
use this form if any individual person  
with significant control  
or has applied for pro  
having their details di  
public register. Conta  
companieshouse.gov  
separate form.

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



A12 28/03/2017 #61  
COMPANIES HOUSE

**Part 1 Company details**

**A1**

**Company name**

Check if a company name is available by using our name availability search

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

Please show the proposed company name below

Proposed company  
name in full ①

Thera East Midlands Trading Limited

For official use

1 0 6 9 5 5 0 1

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

All fields are mandatory unless  
specified or indicated by \*

① **Duplicate names**  
Duplicate names are not permitted.  
A list of registered names can  
be found on our website. There  
are various rules that may affect  
your choice of name. More  
information on this is available in  
our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A2**

**Company name restrictions ②**

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response

② **Company name restrictions**  
A list of sensitive or restricted  
words or expressions that require  
consent can be found in our  
guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A3**

**Exemption from name ending with 'Limited' or 'Cyfyngedig' ③**

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☐ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative.

③ **Name ending exemption**  
Only private companies that are  
limited by guarantee and meet other  
specific requirements or private  
companies that are charities are  
eligible to apply for this. For more  
details, please go to our website  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

IN01

Application to register a company

A4

**Company type ①**

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

**① Company type**

If you are unsure of your company's type, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A5

**Principal business activity**

Please show the trade classification code number(s) for the principal activity or activities ②

Classification code 1	8	8	9	9	0
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description


**② Principal business activity**

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A6

**Situation of registered office ③**

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

**③ 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

IN01

## Application to register a company

A7

## Registered office address ①

	Please give the registered office address of your company.									
Building name/number	134									
Street	Edmund Street									
Post town	Birmingham									
County/Region	West Midlands									
Postcode	B	3		2	E	S				

## ① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A6

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

A8

## Articles of association ②

	Please choose one option only and tick one box only.									
Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only <b>one</b> box</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>									
Option 2	<p>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 <b>one</b> box</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>									
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.</p>									

② For details of which company type can adopt which model articles, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles

A9

## Restricted company articles ③

Please tick the box below if the company's articles are restricted										
<input type="checkbox"/>										

## ③ Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

IN01

Application to register a company

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

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

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

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

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

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

Title *	Mr
Full forename(s)	Simon Laurence
Surname	Conway
Former name(s) ②	

**① 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

**② 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 ③**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**③ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

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

# IN01

## Application to register a company

### Corporate secretary

**C1**

#### Corporate secretary appointments ①

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

#### ① Additional appointments

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

#### Registered or principal address

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

**C2**

#### Location of the registry of the corporate body or firm

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

→ Yes Complete Section C3 only

→ No Complete Section C4 only

**C3**

#### EEA companies ②

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

Where the company/firm is registered ③

Registration number

#### ② EEA

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

③ 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 ④

Registration number

#### ④ Non-EEA

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

IN01

Application to register a company

## Director

D1

## Director appointments ①

Please use this section to list all the director appointments taken on formation <b>For a corporate director, complete Sections E1-E4.</b>	
Title *	Ms
Full forename(s)	Jennifer
Surname	Garrigan
Former name(s) ②	Hanlon
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X    m0 m7    y1 y9 y6 y4
Business occupation (if any) ⑤	Director

- ① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual
- ② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years
- ③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4
- ④ Month and year of birth**  
Please provide month and year only
- ⑤ 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 ⑥

Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑥ 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 ①

Please use this section to list all the director appointments taken on formation. <b>For a corporate director, complete Sections E1-E4.</b>	
Title *	Mr
Full forename(s)	Simon Laurence
Surname	Conway
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X m0 m9 y1 y9 y6 y4
Business occupation (if any) ⑤	Director

## ① Appointments

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

## ② Former name(s)

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

## ③ Country/State of residence

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

## ④ Month and year of birth

Please provide month and year only.

## ⑤ 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 ⑥

Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

## ⑥ 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

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

Please use this section to list all the corporate directors taken on formation.		<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> <i>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</i>
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		

**E2****Location of the registry of the corporate body or firm**

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

→ **Yes** Complete **Section E3** only

→ **No** Complete **Section E4** only

**E3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		

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

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

IN01

Application to register a company

**Part 3****Statement of capital**

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)**.**F1****Statement of capital**

Complete the table(s) below to show the share capital

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

**Continuation pages**

Please use a continuation page if necessary

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
<b>Totals</b>		0	0.00	0.00
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>		0		

❶ Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.

**F2****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 **Section F1**.

Class of share

Prescribed particulars

**1****1 Prescribed particulars of rights attached to shares**

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

A separate table must be used for each class of share

**Continuation pages**

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

# IN01

## Application to register a company

Class of share		
<b>Prescribed particulars</b> <b>1</b>		<b>1 Prescribed particulars of rights attached to shares</b>  The particulars are <ul style="list-style-type: none"><li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li><li>b particulars of any rights, as respects dividends, to participate in a distribution,</li><li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li><li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li></ul> A separate table must be used for each class of share  <b>Continuation pages</b> Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

# IN01

## Application to register a company

**F3**

### 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) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

**Part 4****Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to **Part 5** People with significant control (PSC)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

**1 Name**

Please use capital letters

**2 Address**

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

**3 Amount guaranteed**

Any valid currency is permitted

**4 Class of members**

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary

**Subscriber's details**

Forename(s) <b>1</b>	Thera Trust
Surname <b>1</b>	
Address <b>2</b>	134 Edmund Street, Birmingham
Postcode	B 3 2 E S
Amount guaranteed <b>3</b>	£1.00
Class of member (if applicable) <b>4</b>	

**Subscriber's details**

Forename(s) <b>1</b>	
Surname <b>1</b>	
Address <b>2</b>	
Postcode	
Amount guaranteed <b>3</b>	
Class of member (if applicable) <b>4</b>	

# IN01

## Application to register a company

### Subscriber's details

Forename(s) ①									
Surname ①									
Address ②									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Amount guaranteed ③									
Class of member (if applicable) ④									

### Subscriber's details

Forename(s) ①									
Surname ①									
Address ②									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Amount guaranteed ③									
Class of member (if applicable) ④									

### Subscriber's details

Forename(s) ①									
Surname ①									
Address ②									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Amount guaranteed ③									
Class of member (if applicable) ④									

### Subscriber's details

Forename(s) ①									
Surname ①									
Address ②									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Amount guaranteed ③									
Class of member (if applicable) ④									

① Name  
Please use capital letters

② Address  
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed  
Any valid currency is permitted

④ Class of members  
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

**Continuation pages**  
Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

## Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

H1

### Statement of initial significant control ①

☒ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

**① Statement of initial significant control**  
If there will be a *registrable person* (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2

### Statement of no PSC

(Please tick the statement below if appropriate)

☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company.



# IN01

## Application to register a company

### Individual PSC

**H3**

#### Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

- 1 Country/State of residence**  
This is in respect of the usual residential address as stated in section H6
- 2 Month and year of birth**  
Please provide month and year only.

Title *																					
Full forename(s)																					
Surname																					
Country/State of residence <b>1</b>																					
Nationality																					
Month/year of birth <b>2</b>	<table><tr><td>X</td><td>X</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td><td></td><td></td><td></td><td></td></tr></table>	X	X									m	m	y	y	y	y				
X	X																				
m	m	y	y	y	y																

**H4**

#### Individual's service address **1**

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.

- 1 Service address**  
This is the address that will appear on the public record. This does not have to be the individual's usual residential address
- If you provide the individual's residential address here it will appear on the public record*

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

# IN01

## Application to register a company

H7

### Nature of control for an individual <sup>①</sup>

Please indicate how the individual is a person with significant control over the company

#### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

<sup>①</sup> Tick each that apply.

H8

### Nature of control by a firm over which the individual has significant control <sup>①</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply.

H9

**Nature of control by a trust over which the individual has significant control ①**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

# IN01

## Application to register a company

### Individual PSC

**H3**

#### Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title *	
Full forename(s)	
Surname	
Country/State of residence ①	
Nationality	
Month/year of birth ②	<div><div>X</div><div>X</div><div>m</div><div>m</div><div>y</div><div>y</div><div>y</div><div>y</div></div>

**① Country/State of residence**

*This is in respect of the usual residential address as stated in section H6*

**② Month and year of birth**

*Please provide month and year only*

**H4**

#### Individual's service address ①

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section H6**.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**① Service address**

*This is the address that will appear on the public record. This does not have to be the individual's usual residential address.*

*If you provide the individual's residential address here it will appear on the public record.*

H7

**Nature of control for an individual <sup>1</sup>**

Please indicate how the individual is a person with significant control over the company

**Ownership of shares**

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of voting rights**

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of right to appoint/remove directors**

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

**Significant influence or control (Only tick if none of the above apply)**

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

**<sup>1</sup>** Tick each that apply

H8

**Nature of control by a firm over which the individual has significant control <sup>1</sup>**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

**<sup>1</sup>** Tick each that apply.

H9

**Nature of control by a trust over which the individual has significant control ①**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

## Relevant legal entity (RLE)

<b>I1</b>	<b>RLE details ①</b>	
Corporate or firm name	Thera Trust	
Building name/number	134	
Street	Edmund Street	
Post town	Birmingham	
County/Region	West Midlands	
Postcode	B 3    2 E S	
Country	United Kingdom	
<b>① Registered or principal office address</b> This is the address that will appear on the public record		
<b>I2</b>	<b>Legal form and governing law</b>	
	Please give details of the legal form of the RLE and the law by which it is governed If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register	
Legal form	Company limited by guarantee	
Governing law	England and Wales	
If applicable, register in which RLE is entered ①	Register of companies in England and Wales	
Country/State ①	United Kingdom	
Registration number ①	03593418	
<b>① Registration number</b> Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register		

13

**Nature of control for the RLE ①**

Please indicate how the RLE has significant control over the company

**Ownership of shares**

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of voting rights**

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

**Ownership of right to appoint/remove directors**

- ☒ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

**Significant influence or control (only tick if none of the above apply)**

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply.

14

**Nature of control by a firm over which the RLE has significant control ①**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.



15

**Nature of control by a trust over which the RLE has significant control ①**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

**Other registrable person (ORP)**

**J1**

**ORP details**

An 'other registrable person' is

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

**J2**

**Principal office address ①**

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Principal office address**  
This is the address that will appear on the public record

**J3**

**Legal form and governing law**

Legal form

Governing law

# IN01

## Application to register a company

J4

### Nature of control<sup>①</sup>

Please show how the ORP has significant control over the company

#### Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

① Tick each that apply.

J5

### Nature of control by a firm over which the ORP has significant control<sup>①</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

J6

**Nature of control by a trust over which the ORP has significant control ①**

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

## Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1

### Election to keep secretaries' register information on the public register <sup>①</sup>

☐ All subscribers elect to keep secretaries' register information on the public register

<sup>①</sup> only applies if the proposed company will have a secretary

K2

### Election to keep directors' register information on the public register

**IMPORTANT:**  
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record <sup>②</sup>

☐ All subscribers elect to keep directors' register information on the public register

<sup>②</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record

K3

### Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

K4

### Election to keep members' register information on the public register

**IMPORTANT:**  
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register  
☐ The company will be a single member company (Tick if applicable).

K5

### Election to keep PSC register information on the public register

**IMPORTANT:**  
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record <sup>③</sup>

☐ All subscribers elect to keep PSC register information on the public register  
☐ No objection was received by the subscribers from any eligible person <sup>④</sup> within the notice period before making the election

<sup>③</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record

<sup>④</sup> **Eligible person**  
An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

**Part 7 Consent to act****L1 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 8 Statement about individual PSC particulars****M1 Particulars of an individual PSC ①**

Please tick the box to confirm

- ☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application

① Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

**Part 9 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 N1** (Statement of compliance delivered by the subscribers).
- Yes Go to **Section N2** (Statement of compliance delivered by an agent).

**N1 Statement of compliance delivered by the subscribers ②**

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

② **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.


IN01

Application to register a company

N2

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	Anthony Collins Solicitors LLP									
Building name/number	134									
Street	Edmund Street									
Post town	Birmingham									
County/Region	West Midlands									
Postcode	B	3		2	E	S				
Country	United Kingdom									
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with									
Agent's signature	<div>Signature</div> <div>X </div> <div>MARTIN BROWN - FOR AND ON BEHALF X</div> <div>OF ANTHONY COLLINS SOLICITORS LLP</div>									

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 Martin Brown

Company name Anthony Collins Solicitors  
LLP

Address 134 Edmund Street

Post town Birmingham

County/Region West Midlands

Postcode B 3 2 E S

Country United Kingdom

DX 13055 Birmingham 1

Telephone 0121 214 3542

**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 A7)  
☐ At the agents address (Given in Section N2)

**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. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

**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](http://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 or 790ZF exemption**

If you are applying for, or have been granted a section 243 or 790ZF 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



COMPANY NOT HAVING A SHARE CAPITAL

---

**MEMORANDUM OF ASSOCIATION OF  
THERA EAST MIDLANDS TRADING LIMITED**

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

Thera Trust  
Company Number. 03593418



Director of Thera Trust



Director of Thera Trust

---

Dated: 24th March 2017

**ARTICLES OF ASSOCIATION  
OF THERA EAST MIDLANDS TRADING LIMITED**

THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

**Anthony Collins Solicitors  
134 Edmund Street  
Birmingham  
B3 2ES**

# ARTICLES OF ASSOCIATION

## THERA EAST MIDLANDS TRADING LIMITED

### PART A. INTRODUCTION

#### 1. INTERPRETATION

##### 1.1 In these Articles:

"the Articles"	means these Articles of Association of the Company,
"Beneficiary"	means a person to whom the Company may grant benefits in furtherance of the Objects,
"the Board"	means the board of Directors of the Company and (where appropriate) includes a Committee and the Directors acting by written resolution,
"Board Meeting"	means a meeting of the Board,
"Business Day"	means any day other than a Saturday, Sunday or a bank holiday,
"Chairman"	means (subject to the context) either the person appointed as Chairman of the Company under Article 29 or where the Chairman of the Company is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time,
"Clear Days"	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"Committee"	means a committee of the Board exercising powers delegated to it by the Board,
"Companies House"	means the office of the Registrar of Companies,
"the Company"	means the company intended to be regulated by the Articles,
"Company Member"	means a member for the time being of the Company,

---

"Disclosure and Barring Service"	means the non-departmental public body of the Home Office established under the Protection of Freedoms Act 2012 to, amongst other things, carry out checks on criminal records of individuals and to include any successor body established for similar purposes,
"Director"	means any director of the Company,
"General Meeting"	means an meeting of Company Members,
"Group"	means Thera Trust and its subsidiaries,
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly;
"the Memorandum"	means the Memorandum of Association of the Company,
"the Objects"	means the objects of the Company set out in Article 3,
"Observers"	means those persons (other than Directors) present under Article 31 at a Board Meeting,
"Registered Office"	means the registered office of the Company;
"Secretary"	means the secretary of the Company including a joint, assistant or deputy secretary,
"Thera East Midlands"	a company limited by guarantee company number 5566293,
"Thera Subsidiary Company"	means an organisation which is a subsidiary of Thera Trust by reason of Section 1159 of the Companies Act 2006,
"Thera Trust"	means the charitable company limited by guarantee with charity registration number 1090163 the registered office of which is situated at 134 Edmund Street, Birmingham B3 2ES,
"Thera Trust Executive Director"	means a person who is a director of Thera Trust and who does receive any form of <i>remuneration from Thera Trust for the provision of his services as a director of Thera Trust</i> ;
"Thera Trust Non-Executive Director"	means a person who is a director of Thera Trust but who does not receive any form of

---

remuneration from Thera Trust for the provision of his services as a director of Thera Trust,

"United Kingdom" means Great Britain and Northern Ireland,

"Working Party" means a body established by the Board to make recommendations to the Board but without decision-making powers

1 2 In the Articles.

1 2 1 terms defined in the Companies Act 2006 are to have the same meaning,

1 2 2 references to the singular include the plural and vice versa and to the masculine include the feminine and neuter and vice versa;

1.2.3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships,

1 2 4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;

1.2.5 references to Articles are to those within these Articles of Association,

1 2 6 the index and headings are not to affect their interpretation; and

1 3 None of the model articles in the Companies (Model Articles) Regulations 2008 apply to the Company

---

## **PART B. COMPANY MEMBERSHIP**

### **2 NAME**

The name of the Company is Thera East Midlands Trading Limited

### **3 OBJECTS**

The Company's objects are the relief of persons with a learning disability, their families and carers in particular but not exclusively by the provision of support services including services in the support of residential, respite and other suitable forms of care, education and work opportunities and by the promotion of the awareness of the needs of such persons and the Company can do all other things that are incidental or conducive to its Objects or any of them

### **4 POWERS**

The Company may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Articles in order to further the Objects (but not otherwise) and in particular it has powers

#### **Staff and Volunteers**

- 4.1 to employ and remunerate the Directors and staff of the Company or *engage consultants and advisers on such terms as the Board thinks fit* and to provide pensions to Directors, staff, their relatives and dependants;
- 4.2 to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses;

#### **Property**

- 4.3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests),
- 4.4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property,
- 4.5 to sell, lease, licence, exchange, dispose of or otherwise deal with property;
- 4.6 to provide accommodation for any other organisation on such terms as the Board decides (including rent free or at nominal or non-commercial rents);

#### **Borrowing**

- 4.7 to borrow and give security for loans,
-

### **Grants and Loans**

- 4.8 to make grants, donations or loans, to give guarantees and to give security for those guarantees,

### **Fund Raising**

- 4.9 to raise funds, to invite and receive contributions;

### **Trading**

- 4.10 to trade in the course of carrying out the Objects and to charge for services,

### **Publicity**

- 4.11 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work *of the Company and other organisations operating in similar fields*,
- 4.12 to promote or carry out research and publish the results of it;

### **Contracts**

- 4.13 to co-operate with and enter into contracts with any person,

### **Bank or building society accounts**

- 4.14 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Company,

### **Investments**

- 4.15 to invest the money of the Company in any investments, shares, securities or property (real or personal) of any nature (including investments involving liability and those not producing income) and in any location that the Board decides,
- 4.16 to make such arrangements as the Board think fit for any investments of the Company or income from those investments to be held by a corporate body which is incorporated in England and Wales (or which has established a branch or a place of business in England or Wales) as the Company's nominee and to pay reasonable and proper remuneration to that corporate body,

### **Insurance**

- 4.17 to insure the assets of the Company to such amount and on such terms as the Board decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board decides (without necessarily having to restore the asset),
- 4.18 to insure and to indemnify its employees and voluntary workers from
-

and against all risks incurred in the proper performance of their duties;

- 4 19 to take out insurance to protect the Company and those who use premises owned by or let or hired to the Company,
- 4 20 to take out indemnity insurance to cover the liability of the Directors and officers of the Company who are not Directors for negligence, default, breach of duty or breach of trust in relation to the Company but this insurance may not extend to
  - 4.20 1 any claim arising from any act or omission which a Director or officer knew was a breach of duty or breach of trust or which was committed by a Director or officer in reckless disregard of whether it was a breach of duty or breach of trust or not; or
  - 4 20 2 the costs of an unsuccessful defence to a criminal prosecution brought against a Director or officer in his capacity as a Director or officer of the Company,

#### **Other Organisations**

- 4 21 to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include or are related to any one or more of the Objects ;
- 4 22 to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied purposes, to exchange information and advice and to undertake joint activities with them,
- 4 23 to amalgamate with any organisation that has objects similar to the Objects,
- 4.24 to affiliate, register, subscribe to or join any organisation,
- 4 25 to act as agent or trustee for any organisation;

#### **Reserves**

- 4.26 to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure,

#### **Formation expenses**

- 4.27 to pay the costs of forming the Company and of complying with all relevant registration requirements; and

#### **General**

- 4 28 to do anything else within the law which promotes or helps to promote the Objects.
-



## **5 APPLICATION OF FUNDS**

### **5.1 General**

The income and property of the Company must be applied solely towards promoting the Objects and (except to the extent authorised by either this Article 5 or Article 41)

5.1.1 no part may be paid or transferred directly or indirectly by dividend bonus or profit to a Company Member, and

5.1.2 a Director may not directly or indirectly receive any payment of money or benefit from the Company

### **5.2 Benefits to Company Members**

*For the avoidance of doubt nothing in Article 5.1 is to prevent the following payments to Company Members*

#### **Rent**

5.2.1 payment of reasonable and proper rent for premises let to the Company by a Company Member;

#### **Interest on organisation's loans**

5.2.2 payment of reasonable and proper interest on money lent by any Company Member (or other person with the right to appoint Company Members);

#### **Supply of Goods or Services**

5.2.3 reasonable payments to a Company Member (or other person with the right to appoint Company Members) in return for goods and/or services supplied to the Company pursuant to a contract,

#### **Out of Pocket Expenses**

5.2.4 the payment of reasonable and proper out of pocket expenses to those Company Members who are engaged by the Company as volunteers in the work of the Company and which are actually incurred by them in carrying out their work as volunteers,

#### **Benefits to Company Members**

5.2.5 the grant of a benefit to a Company Member who is a Beneficiary in furtherance of the Objects,

#### **Employment of Company Members**

5.2.6 the reasonable remuneration of or grant of a benefit to a Company Member who is not a Director in respect of his employment by the Company;

---

### **Gift-Aid Payment to Thera Trust**

5 2 7 the payment of profits by way of gift-aid to Thera Trust

### **5 3 Benefits to Directors**

The Company may make the following payments or grant the following benefits to Directors:-

#### **Out of pocket expenses**

5 3 1 the reimbursement of reasonable and proper out-of-pocket expenses (including travel and dependants' care costs) actually incurred in enabling them to carry out their duties as Directors,

5 3 2 the payment of reasonable and proper out of pocket expenses to those Directors who are engaged by the Company as volunteers in the work of the Company and which are actually incurred by them in carrying out their work as volunteers,

#### **Remuneration of Directors**

5 3.3 the reasonable remuneration of or grant of a benefit to a Director in respect of his employment by the Company provided that no Director who is a Thera Trust Non-Executive Director may benefit under this clause and provided that the conflict of interest provisions in Article 24 are complied with,

#### **Indemnity**

5 3 4 an indemnity in respect of any liabilities properly incurred in running the Company within the terms of Article 34;

5 3 5 the benefit of indemnity insurance under Article 4 20,

#### **Fees to companies in which Directors have negligible interests**

5 3 6 a payment to a company in which a Director has no more than a 1% shareholding;

#### **Interest and Rent**

5 3 7 payment of reasonable and proper interest on money lent by any Director to the Company,

5.3.8 a reasonable rent or hiring fee for property let or hired by any Director to the Company,

#### **Professional Fees**

5.3.9 the usual professional charges for business done by any Director who is a solicitor, accountant or other professional or by his firm when instructed by the Company to act in a professional

---

capacity on its behalf provided that the conflict of interest provisions in Article 24 are complied with;

#### **Company Secretary**

5 3.10 the reasonable charges for business done by any Director acting in the capacity of Secretary to the Company having been appointed under Article 33;

#### **Benefits to Directors**

5 3.11 benefits provided in furtherance of the Objects to Directors who are Beneficiaries where those benefits are no different from benefits which are provided to other Beneficiaries.

### **6 MEMBERS**

6.1 The Company Member shall be Thera Trust.

6 2 Company membership is personal and not transferable.

### **7 TERMINATION OF COMPANY MEMBERSHIP**

A person will cease to be a Company Member -

7 1 on giving written notice of resignation to the Secretary, or

7 2 if it is declared insolvent or makes an arrangement or composition with *its creditors*

### **8 LIMIT OF LIABILITY**

The liability of the Company Members is limited

### **9 GUARANTEE**

Every Company Member promises, if the Company is wound up whilst he is a Company Member or within one year after ceasing to be a Company Member, to contribute such amount as is required up to a maximum of £1 towards the costs of winding up the Company and liabilities incurred whilst the contributor was a Company Member

## **PART C: GENERAL MEETINGS**

### **10 GENERAL MEETINGS**

- 10.1 Save for a General Meeting called pursuant to Article 10.3 a General Meeting is to be called by the Board
- 10.2 If there are insufficient Directors available to form a quorum at a Board Meeting to call a General Meeting it may be called in the same way as a Board Meeting
- 10.3 On receiving a requisition from the percentage of the Company Members required under the Companies Act 2006 the Board must immediately convene an a General Meeting

### **11 NOTICE OF GENERAL MEETINGS**

- 11.1 Every General Meeting must be called by at least 14 Clear Days' notice.
- 11.2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Company Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Company Members at the General Meeting
- 11.3 The notice must specify.-
  - 11.3.1 the time, date and place of the General Meeting, and
  - 11.3.2 the general nature of the business to be transacted
- 11.4 Subject to the Companies Act 2006 no business may be transacted at a General Meeting except that specified in the notice convening the meeting
- 11.5 Notice of a General Meeting must be given to all of the Company Members, the Directors and the Company's auditors (if any)
- 11.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting

### **12 QUORUM**

- 12.1 No business may be transacted at a General Meeting unless a quorum is present
  - 12.2 The quorum for General Meetings is one Company Member and in order for a General Meeting to be quorate, Thera Trust must be present by a duly authorised representative.
  - 12.3 A Company Member may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone,
-

video conferencing or other communications equipment.

#### 12.4

12.4.1 If a quorum is not present within 30 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board decides.

12.4.2 If at an adjourned General Meeting there are again insufficient Company Members present within 30 minutes from the time of the adjourned General Meeting to constitute a quorum the adjourned General Meeting shall be dissolved

12.5 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Company Members

12.6 Subject to agreement by an ordinary resolution of the Company Members, the Board may allow individuals who are not Company Members to attend a General Meeting on whatever terms they decide

### 13 CHAIRMAN AT GENERAL MEETINGS

13.1 The Chairman is to chair General Meetings

13.2 If the Chairman is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the Company Members present must choose one of their number or one of the Directors present to chair the General Meeting save that the Directors present may choose (by a majority of votes on a show of hands) to extend the time to wait for the Chairman to be present up to 1 hour from the time of the General Meeting and if they do so the Company Members present may only choose one of their number to chair the General Meeting once that extended time has expired and if the Chairman is still not present.

### 14 ADJOURNMENT OF GENERAL MEETINGS

14.1 The Chairman may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting

14.2 The Chairman may adjourn a General Meeting if it appears to the Chairman that an adjournment is necessary for the business of the meeting to be properly conducted

14.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned

14.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 14.1 or 14.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given

---

- 14 5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed

## **15 VOTING AT GENERAL MEETINGS**

- 15 1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded
- 15.2 Each Company Member present in person or by proxy has one vote on a show of hands
- 15 3 A Company Member which is an organisation may, by resolution of its governing body (or a committee or officer of that organisation acting under powers delegated by its governing body) authorise such persons as it thinks fit to act as its representative at General Meetings of the Company.
- 15 4 A person authorised under Article 15 3 may exercise the same powers on behalf of the organisation as the organisation could exercise if it were an individual Company Member
- 15 5 If there is an equality of votes on a show of hands the Chairman is not entitled to a second or casting vote and resolutions which fail to secure a majority in favour are to be lost
- 15 6 *An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chairman whose decision is final*
- 15 7 A declaration by the Chairman that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

## **16 BALLOTS**

- 16 1 A ballot may be demanded by the Chairman, Thera Trust or one twentieth of the Company Members for the time being before or on the declaration of the result of a show of hands
- 16 2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand
- 16.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded
- 16.4 A ballot is to be taken as the Chairman directs. The Chairman may appoint scrutineers (who need not be Company Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
-

- 16.5 A ballot on the election of a Chairman or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chairman directs.
- 16.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded

## **17 PROXIES**

- 17.1 A Company Member may appoint a proxy in writing. A proxy need not be a Company Member. The Board may from time to time prescribe a form to appoint a proxy by standing orders made under Article 40. A proxy may not appoint another proxy.
- 17.2 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions
- 17.3 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 17.4 No document appointing a proxy will be valid for more than 12 months
- 17.5 A vote given or ballot demanded by proxy is to be valid despite -
- 17.5.1 the revocation of the proxy; or
  - 17.5.2 the death or insanity of the principal
- unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used.
- 17.6 A proxy form will not be valid for any part of a General Meeting at which the Company Member who appointed the proxy is present

## **18 COMPANY MEMBERS' WRITTEN RESOLUTIONS**

- 18.1 A written resolution approved by the required majority of eligible Company Members (provided those Company Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting
- 18.2 A resolution under Article 18.1 may consist of several documents in similar form each approved by one or more Company Members
-

## **PART D. DIRECTORS**

### **19 APPOINTMENT OF DIRECTORS**

- 19 1 The number of Directors must be not less than two but there is no maximum
- 19 2 The first Directors are those named in the statement delivered to the Registrar of Companies under Section 12 of the Companies Act 2006

### **20 COMPOSITION OF THE BOARD**

- 20 1 Subject to Article 20.2 and Article 20.3, following incorporation further Directors are to be appointed as necessary in accordance with Article 21.
- 20 2 On or before the appointment of a person as a Director the person must either sign the prescribed Companies House form for the appointment of a director or provide the information necessary to register the person online at Companies House as a Director. The appointment of any person as a Director, who has not complied with the requirements of this Article 20.2 *within one month of appointment, is to lapse unless the Board resolves that there is good cause for the delay*
- 20.3 A person may not be appointed as a Director:-
  - 20 3 1 if he would immediately cease to hold office under Article 23,
  - 20 3 2 unless a disclosure in relation to him has been obtained from the Disclosure and Barring Service and the Board has confirmed that, in its opinion, the results do not prevent him from becoming a Director, or
  - 20 3 3 unless he is aged 18 or over

### **21 DIRECTORS APPOINTED BY THERA TRUST**

- 21 1 Subject to Article 20, Thera Trust shall be entitled to appoint the Directors. At Thera Trust's sole discretion one of those Directors may be the managing director from time to time of Thera East Midlands. Also at Thera Trust's sole discretion one or more of those Directors may be a Thera Trust Executive Director.
  - 21 2 The appointment of the Directors under Article 21 1 is to be made on the authority of the board of Thera Trust or a committee or officer duly authorised by Thera Trust and is to take effect when notified to the Company in accordance with Article 21 8.
  - 21 3 Subject to Article 21 5, Article 21 6 and Article 23 a person appointed as a Director in accordance with Article 21.1 shall remain in office for a period of four years from the date of his appointment. Subject to Article
-



21 4 such a person is eligible to be re-appointed as a Director for one further four year term of office in accordance with Article 21 1

21 4 Subject to Article 21 5 a person who was appointed as a Director under Article 21 1 and has served as a Director for two consecutive terms of office in accordance with Article 21 3, shall only be eligible for re-appointment as a Director in accordance with Article 21 1 if Thera Trust decides that exceptional circumstances exist to justify his re-appointment for a third term of office of four years

21 5 The provisions of Articles 21.3 and 21 4 relating to terms of office and the limit on the number of times a Director can be reappointed shall not apply to any person appointed as a Director who is also a Thera Trust Executive Director or the managing director of Thera East Midlands at the time of their appointment and for the avoidance of doubt a Thera Trust Executive Director and the managing director of Thera East Midlands will, if appointed as Directors, serve as Directors until they cease to be Directors in accordance with Article 21 6 or Article 23

21 6 Thera Trust may remove at any time any Director it has appointed under Article 21 1 in the same way as it appointed him The period of time from the date on which a Thera Director was appointed until the date on which he is removed in accordance with this Article 21 6 shall be treated as one term of office for the purposes of Articles 21 3 and 21 4

21 7 Thera Trust may appoint a person as a Director to fill a vacancy which arises because a Director -

21.7.1 has been removed under Article 21.6; or

21 7 2 ceases to be a Director under the Articles

21 8 Subject to Article 20 3, the appointment or the removal of a Director (as appropriate) under this Article 21 is to take effect when Thera Trust delivers written notice of appointment or removal addressed to the Secretary to -

21 8 1 the Registered Office;

21 8 2 a Board Meeting, or

21 8 3 the Secretary in person

## **22 OBLIGATIONS OF DIRECTORS**

22 1 The Board must set out the obligations of every Director to the Board and to the Company in writing The statement of Directors' obligations is not intended to be exhaustive and the Board must review and may amend it from time to time

22 2 The statement of the obligations of the Directors to the Company must include -

22.2 1 a commitment to its values and objectives (including equal

---

opportunities),

22.2 2 an obligation to contribute to and share responsibility for the Board's decisions,

22 2 3 an obligation to read Board papers and to attend meetings, training sessions and other relevant events,

22 2 4 an obligation to declare relevant interests;

22.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board,

22.2.6 an obligation to comply with their fiduciary duties, including:-

22 2 6 1 to act in the best interests of the Company;

22 2 6 2 to declare any interests a Director may have in matters to be discussed at Board meetings and to comply with appropriate procedures to regulate conflicts of interest in accordance with Article 29,

22 2 6.3 to secure the proper and effective use of the Company's property,

22 2 6.4 to act personally,

22 2 6 5 to act within the scope of any authority given,

22.2 6 6 to use the proper degree of skill and care when making decisions particularly when investing funds;

22.2.6 7 to act in accordance with the Articles; and

22.2.6 8 a reference to their obligations under the general law

22.3 A Director must sign and deliver to the Board a statement confirming he will meet his obligations to the Board and to the Company within one month of his appointment. The Board may change the statement from time to time

## **23 RETIREMENT AND REMOVAL OF DIRECTORS**

23 1 A Director will cease to hold office if -

23 1 1 he dies,

23 1 2 he ceases to be a Director under the Companies Act 2006 or is prohibited by law from being a Director,

23 1 3 he is declared bankrupt or makes any arrangement or

---

composition with his creditors,

- 23.1 4 he is in the opinion of the Board guilty of conduct detrimental to the interests of the Company and the Board resolves by a 66% majority of the Directors present and voting that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director,
  - 23 1 5 he resigns by written notice to the Secretary;
  - 23 1 6 he is absent without good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 66% majority of the Directors present and voting) that he should cease to be a Director;
  - 23 1 7 he fails to sign a statement of his obligations under Article 22 within one month of his appointment and the Board resolves that he be removed,
  - 23.1.8 when called upon to do so by the Board, he is unable or unwilling to secure from the Disclosure and Barring Service a disclosure the results of which would, in the opinion of the Board, enable him to continue in office as a Director,
  - 23 1 9 he is removed as a Director by Thera Trust under Article 21 6,
  - 23 1 10 he is the managing director of Thera East Midlands and he ceases to be the managing director of Thera East Midlands,
  - 23 1 11 he is a Thera Trust Executive Director and ceases to be a Thera Trust Executive Director, or
  - 23 1 12 his term of office ends and he is not reappointed
-

## **24 DIRECTORS' INTERESTS**

### **24.1 Declaration of interests**

- 24.1.1 If a Director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company, he must declare the nature and extent of that interest to the other Directors
- 24.1.2 In accordance with the Companies Act 2006, the declaration may be made at a meeting of the directors or by written notice
- 24.1.3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made.
- 24.1.4 Any required declaration of interest must be made before the Company enters into the transaction or arrangement.
- 24.1.5 A declaration is not required in relation to an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question. For this purpose a Director is treated as being aware of matters of which he ought reasonably to be aware.
- 24.1.6 A Director need not declare an interest -
  - 24.1.6.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests, or
  - 24.1.6.2 if, and to the extent that, the other Directors are *already aware of it* (and for this purpose the other Directors are treated as being aware of anything of which they ought reasonably to be aware)

### **24.2 Authorisation of direct conflicts of interests**

A Director may enter into a transaction or arrangement with the Company only if and to the extent that such an arrangement is authorised by Article 5.

### **24.3 Authorisation of indirect conflicts of interest**

- 24.3.1 Where, for whatever reason, a Director has any form of indirect interest in relation to a transaction or arrangement with the Company (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those Directors not having a conflict provided that:-
    - 24.3.1.1 the Director with the conflict (and any other interested Director) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving to the conflict; and
-

24.3.1 2 the Directors who do not have a conflict in relation to the *matter in question* consider it is in the best interests of the Company to authorise the transaction

24 3 2 The Directors who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Director with the conflict and/or any other interested Director should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

## **PART E. BOARD MEETINGS**

### **25 FUNCTIONS OF THE BOARD**

The Board will direct the Company's affairs in such a way as to promote the Objects and will operate in line with, and subject to, covenants and agreements with Thera Trust and, in particular, the Board may

- 25.1 ensure the Company adheres to, and implements, Thera Trust's vision and strategy;
- 25.2 approve an annual business plan and budget for the Company;
- 25.3 adopt and implement policies and ensure implementation of procedures to support the operations of the Company;
- 25.4 ensure compliance with all relevant legal and regulatory requirements,
- 25.5 monitor and take decisions in relation to all matters of material risk,
- 25.6 establish and oversee a framework of delegation of its powers to Committees and Working Parties under Article 30 and to employees with proper systems of control,
- 25.7 monitoring the Company's performance in relation to its business plan, budget, controls and decisions,
- 25.8 liaise with, and report to, Company Members,
- 25.9 support and monitor the performance of the Company's executive leadership team;
- 25.10 adhere to the highest standards of corporate governance, and
- 25.11 ensure that appropriate advice is taken on its functions and responsibilities and in particular on matters of legal and regulatory compliance and financial viability

### **26 POWERS OF THE BOARD**

- 26.1 Subject to the Companies Act 2006 and the Articles, the business of the Company is to be managed by the Board who may exercise all of the powers of the Company.
- 26.2 An alteration to the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration

### **27 BOARD MEETINGS**

- 27.1 Subject to the Articles, the Board may regulate Board Meetings as it wishes
-

- 27.2 Board Meetings may be called by any Director or the Secretary
- 27.3 The Secretary must give 7 days' notice of Board Meetings to each of the Directors but it is not necessary to give notice of a Board Meeting to a Director if he is out of the United Kingdom
- 27.4 A Board Meeting which is called on shorter notice than required under Article 27.3 is deemed to have been duly called if at least two Directors certify in writing that because of special circumstances it ought to be called as a matter of urgency
- 27.5 For the avoidance of doubt the Directors may unanimously agree that a Board Meeting be cancelled or postponed as the case may be
- 27.6 Subject to Article 27.7, questions arising at a Board Meeting are to be decided by a majority of votes on a show of hands.
- 27.7 If there is an equality of votes the Chairman is entitled to a second or casting vote
- 27.8 A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith

## **28 QUORUM FOR BOARD MEETINGS**

- 28.1 The quorum for Board Meetings is two of the Directors for the time being
  - 28.2 A Director may be part of the quorum at a Board Meeting if he can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment
  - 28.3 The Board may act despite vacancies in its number provided there are least two Directors
  - 28.4 At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Directors present may act only to
    - 28.4.1 adjourn it to such other time and place as they decide, or
    - 28.4.2 call a General Meeting
-

**29 CHAIRMAN**

- 29.1 The Company must have a Chairman who is to be elected by the Board. Subject to Article 29.2 the Board must decide the period during which the Chairman is to hold office and the precise point at which his term of office ends. Subject to Article 29.2 the Chairman may be re-elected.
- 29.2 The Chairman may resign from his position at any time (without necessarily resigning as a Director at the same time). A person may only serve as Chairman for a maximum of twelve years in total irrespective of -
- 29.2.1 whether or not the twelve years are served consecutively, and
- 29.2.2 at what point his period of office as Chairman began.
- 29.3 Where there is no Chairman the first item of business at a Board Meeting must be to elect a Chairman.
- 29.4 The Chairman may be removed only at a Board Meeting called for the purpose at which a resolution with a majority in favour is passed. The Chairman must be given an opportunity to say why he should not be removed.
- 29.5 The Chairman is to chair all Board Meetings and General Meetings at which he is present unless he does not wish to or is not able to do so.
- 29.6 If the Chairman is not present within 15 minutes after the starting time of a Board Meeting or if the Chairman is unwilling or unable to chair a Board Meeting, then the Board must elect one of their number who is present to chair the Board Meeting.
- 29.7 The functions of the Chairman are to:-
- 29.7.1 ensure effective communication between the Company Members and the Board,
- 29.7.2 ensure that a clear structure is in place for the effective operation of the Board and its Committees,
- 29.7.3 ensure that the Board's processes operate effectively,
- 29.7.4 to ensure that appropriate, accurate and timely information is provided to the Board to enable effective decisions to be taken,
- 29.7.5 engage the Board in monitoring its performance on a regular basis,
- 29.7.6 ensure that an induction programme and ongoing training is in place for new and existing Directors;
- 29.7.7 lead a culture that promotes the highest standards of governance and probity,
-



- 29.7.8 plan and conduct Board meetings effectively,
- 29.7.9 lead the Board in monitoring and reviewing the performance of each Director;
- 29.7.10 advise and support in the development of strategy and its promotion to the Board,
- 29.7.11 ensure that the Board monitors progress towards agreed strategic goals, and
- 29.7.12 ensure effective communication with the chairman of Thera Trust and chairmen of other Thera Subsidiary Companies

### **30 COMMITTEES AND WORKING PARTIES**

- 30.1 The Board may.
  - 30.1.1 establish Committees consisting of those persons whom the Board decide;
  - 30.1.2 delegate to a Committee any of its powers, and
  - 30.1.3 revoke a delegation at any time
- 30.2 The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 30.3 The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chairman of each Committee or Working Party
- 30.4 Each member of a Committee or Working Party (including the chairman) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party
- 30.5 The Board must determine the quorum for each Committee and Working Party it establishes
- 30.6 The Board must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 30.7 Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines

### **31 OBSERVERS**

- 31.1 The Board may allow individuals who are not Directors to attend Board Meetings as Observers on whatever terms they decide
-

- 31.2 Observers may not vote but may take part in discussions with the prior consent of the Chairman.
- 31.3 The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.
- 31.4 The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

## **32 DIRECTORS' WRITTEN RESOLUTIONS**

- 32.1 A written resolution approved by a majority of the Directors entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.
  - 32.2 A written resolution approved by a majority of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee
  - 32.3 A resolution under Articles 32.1 or 32.2 may consist of several documents in similar form each approved by one or more of the Directors or Committee Members.
-

## **PART F. OFFICERS**

### **33 THE SECRETARY**

- 33.1 A Secretary must be appointed by Thera Trust and Thera Trust will decide the duration of such appointment
- 33.2 A Secretary may be removed by Thera Trust at any time
- 33.3 The duties of the Secretary include advising the Board on legal compliance

### **34 INDEMNITIES FOR OFFICERS AND EMPLOYEES**

- 34.1 The Company may indemnify any officer or employee (other than a Director) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence
  - 34.2 Subject to the Companies Act 2006 (in particular sections 232-238 or any section of any other statute amending or replacing sections 232-238) and Article 34 3, the Company may indemnify any Director against any liability incurred by him in his capacity as such
  - 34.3 The indemnity provided to a Director in accordance with Article 34 2 may not include any indemnity against liability -
    - 34 3 1 to the Company or a company associated with it,
    - 34 3.2 for fines or penalties; or
    - 34 3 3 incurred as a result of his unsuccessful defence of criminal or civil proceedings
  - 34.4 The indemnity provided to a Director in accordance with Article 34 2 may include the provision of funds to cover his legal costs as they fall due on terms that the Director in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate
  - 34.5 In respect of its auditor the Company may -
    - 34.5 1 purchase and maintain insurance for his benefit against any liability incurred by him in his capacity as such, and
    - 34 5.2 indemnify him against any liability incurred in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 1157 of the Companies Act 2006 or any other statute amending or replacing Section 1157 in which relief is granted to him by the court
-

## **PART G. STATUTORY AND MISCELLANEOUS**

### **35 MINUTES**

- 35.1 The Secretary must keep minutes of all General Meetings.
- 35.2 The Board must arrange for minutes to be kept of all Board Meetings. The names of the Directors present must be included in the minutes
- 35.3 Copies of the draft minutes of Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting and in any case seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board Meeting)
- 35.4 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings) Once approved they must be signed by the person chairing the meeting at which they are approved.
- 35.5 The Board must keep minutes of all of the appointments made by the Board

### **36 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN**

- 36.1 The Company must comply with the Companies Act 2006 in -
  - 36.1 1 preparing and filing an annual Directors' report and annual accounts, and
  - 36 1 2 making an annual return to the Registrar of Companies.
- 36.2 The Company must comply with the Companies Act 2006 in relation to the audit or examination of accounts (to the extent that the law requires)
- 36.3 The annual Directors' report and accounts must contain -
  - 36 3 1 revenue accounts and balance sheet for the last accounting period;
  - 36 3 2 the auditor's report on those accounts, and
  - 36.3 3 *the Board's report on the affairs of the Company.*
- 36.4 The accounting records of the Company must always be open to inspection by a Director or by an officer of the body which nominated him who has been duly authorised by that body to make such an inspection

### **37 BANK AND BUILDING SOCIETY ACCOUNTS**

- 37.1 All bank and building society accounts must be operated by the Board
-

and must include the name of the Company

- 37.2 A cheque or order for the payment of money must be signed in accordance with the Board's instructions

### **38 EXECUTION OF DOCUMENTS**

Unless the Board decides otherwise, documents which are executed as deeds must be signed by

- 38.1 two Directors; or  
38.2 one Director and the Secretary

### **39 NOTICES**

- 39.1 Notices under the Articles must be in writing except notices calling Board Meetings.
- 39.2 A Company Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 39.3 The Company may give a notice to a Company Member, Director, Secretary or auditor either
- 39.3.1 personally,
  - 39.3.2 by sending it by post in a prepaid envelope,
  - 39.3.3 by facsimile transmission,
  - 39.3.4 by leaving it at his address, or
  - 39.3.5 by e-mail
- 39.4 Notices under Article 39.3.2 to 39.3.4 may be sent
- 39.4.1 to an address in the United Kingdom which that person has given the Company,
  - 39.4.2 to the last known home or business address of the person to be served, or
  - 39.4.3 to that person's address in the Company's Register of Members.
- 39.5 Notices under Article 39.3.5 must be sent to the last e-mail address notified to the Company by the person to be served
- 39.6 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
-

- 39.7 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report
- 39.8 A copy of the notification from the system used by the Company to send emails that the email has been sent to the particular person will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
- 39.9 A notice may be served on the Company by delivering it or sending it to the Registered Office or by handing it to the Secretary.
- 39.10 The Board may make standing orders to define other acceptable methods of delivering notices

#### **40 STANDING ORDERS**

- 40.1 Subject to Article 40.4
- 40.1.1 the Board may from time to time make standing orders for the proper conduct and management of the Company, and
- 40.1.2 the Company in General Meeting may alter, add to or repeal the standing orders.
- 40.2 The Board must adopt such means as it thinks sufficient to bring the standing orders to the notice of Company Members
- 40.3 Standing orders are binding on all Company Members and Directors.
- 40.4 No standing order may be inconsistent with or may affect or repeal anything in the Articles

#### **41 WINDING UP**

- 41.1 If the Company is wound up any property remaining after all its debts and liabilities have been satisfied must be transferred to Thera Trust.
- 41.2 Subject to Article 41.1 any property remaining must be used for other purposes similar to the Objects
-