



# DEVON & SOMERSET FIRE & RESCUE AUTHORITY

**M. Pearson  
CLERK TO THE AUTHORITY**

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**To: The Members of the Devon & Somerset Fire  
& Rescue Authority**

**(see below)**

**SERVICE HEADQUARTERS  
THE KNOWLE  
CLYST ST GEORGE  
EXETER  
DEVON  
EX3 0NW**

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Your ref :  
Our ref : DSFRA/MP/SY  
Website : www.dsfire.gov.uk

Date : 2 June 2017  
Please ask for : Steve Yates  
Email : syates@dsfire.gov.uk

Telephone : 01392 872200  
Fax : 01392 872300  
Direct Telephone : 01392 872329

**DEVON & SOMERSET FIRE & RESCUE AUTHORITY**  
**(Ordinary Meeting)**

**Monday, 12th June, 2017**

A meeting of the Devon & Somerset Fire & Rescue Authority will be held on the above date, **commencing at 10.30 am in Conference Rooms, Service Headquarters, Exeter** to consider the following matters.

M. Pearson  
Clerk to the Authority

**SUPPLEMENTARY AGENDA**

***PLEASE REFER TO THE NOTES AT THE END OF THE AGENDA LISTING SHEETS***

**10 Establishment of a Community Interest Company (CIC) - Progress Report (Pages 1 - 68)**

Report of the Director of Corporate Services (DSFRA/17/20) attached – marked as ***TO TOLLOW*** at item 10 on the previously-circulated agenda for the Ordinary Meeting.

**MEMBERS ARE REQUESTED TO SIGN THE ATTENDANCE REGISTER**

**Membership:-**

Councillors Best, Biederman, Bown, Burridge-Clayton, Chugg, Coles, Colthorpe, Eastman, Ellery, Greenslade, Hannaford, Healey, Hendy, Hosking, Hunt, Leaves, Peart, Prowse, Randall Johnson, Redman, Riley, Saywell, Thomas, Trail, Wallace and Wheeler

**NOTES**

<b>1.</b>	<b><u>Access to Information</u></b> Any person wishing to inspect any minutes, reports or lists of background papers relating to any item on this agenda should contact the person listed in the “Please ask for” section at the top of this agenda.
<b>2.</b>	<b><u>Reporting of Meetings</u></b> Any person attending a meeting may report (film, photograph or make an audio recording) on any part of the meeting which is open to the public – unless there is good reason not to do so, as directed by the Chairman - and use any communication method, including the internet and social media (Facebook, Twitter etc.), to publish, post or otherwise share the report. The Authority accepts no liability for the content or accuracy of any such report, which should not be construed as representing the official, Authority record of the meeting. Similarly, any views expressed in such reports should not be interpreted as representing the views of the Authority.  Flash photography is not permitted and any filming must be done as unobtrusively as possible from a single fixed position without the use of any additional lighting; focusing only on those actively participating in the meeting and having regard also to the wishes of any member of the public present who may not wish to be filmed. As a matter of courtesy, anyone wishing to film proceedings is asked to advise the Chairman or the Democratic Services Officer in attendance so that all those present may be made aware that is happening.
<b>3.</b>	<b><u>Declarations of Interests (Authority Members only)</u></b>
	<b>(a). <u>Disclosable Pecuniary Interests</u></b> If you have any disclosable pecuniary interests (as defined by Regulations) in any item(s) to be considered at this meeting then, unless you have previously obtained a dispensation from the Authority’s Monitoring Officer, you must: <ul style="list-style-type: none"><li>(i). disclose any such interest at the time of commencement of consideration of the item in which you have the interest or, if later, as soon as it becomes apparent to you that you have such an interest;</li><li>(ii). leave the meeting room during consideration of the item in which you have such an interest, taking no part in any discussion or decision thereon; and</li><li>(iii). not seek to influence improperly any decision on the matter in which you have such an interest.</li></ul> If the interest is sensitive (as agreed with the Monitoring Officer), you need not disclose the nature of the interest but merely that you have a disclosable pecuniary interest of a sensitive nature. You must still follow (ii) and (iii) above.
	<b>(b). <u>Other (Personal) Interests</u></b> Where you have a personal (i.e. other than a disclosable pecuniary) interest in any matter to be considered at this meeting then you must declare that interest no later than the commencement of the consideration of the matter in which you have that interest, or (if later) the time at which the interest becomes apparent to you. If the interest is sensitive (as agreed with the Monitoring Officer), you need not disclose the precise nature of the interest but merely declare that you have a personal interest of a sensitive nature.  If the interest is such that it might reasonably be perceived as causing a conflict with discharging your duties as an Authority Member then, unless you have previously obtained a dispensation from the Authority’s Monitoring Officer, you must not seek to improperly influence any decision on the matter and as such may wish to leave the meeting while it is being considered. In any event, you must comply with any reasonable restrictions the Authority may place on your involvement with the matter in which you have the personal interest.
<b>4.</b>	<b><u>Part 2 Reports</u></b> Members are reminded that any Part 2 reports as circulated with the agenda for this meeting contain exempt information and should therefore be treated accordingly. They should not be disclosed or passed on to any other person(s). Members are also reminded of the need to dispose of such reports carefully and are therefore invited to return them to the Committee Secretary at the conclusion of the meeting for disposal.
<b>5.</b>	<b><u>Substitute Members (Committee Meetings only)</u></b> Members are reminded that, in accordance with Standing Order 35, the Clerk (or his representative) must be advised of any substitution prior to the start of the meeting. Members are also reminded that substitutions are not permitted for full Authority meetings.

# Agenda Item 10

<b>REPORT REFERENCE NO.</b>	<b>DSFRA/17/20</b>
<b>MEETING</b>	<b>DEVON &amp; SOMERSET FIRE &amp; RESCUE AUTHORITY (ORDINARY MEETING)</b>
<b>DATE OF MEETING</b>	<b>12 JUNE 2017</b>
<b>SUBJECT OF REPORT</b>	<b>ESTABLISHMENT OF A COMMUNITY INTEREST COMPANY – PROGRESS REPORT</b>
<b>LEAD OFFICER</b>	<b>Director of Corporate Services</b>
<b>RECOMMENDATIONS</b>	<i>That the report be noted.</i>
<b>EXECUTIVE SUMMARY</b>	An Extraordinary General Meeting of Red One Ltd. was held on 4 April 2017, attended by the Authority as sole shareholder in Red One Ltd. At that meeting it was agreed to establish a Community Interest Company limited by guarantee. This report sets out progress with this.
<b>RESOURCE IMPLICATIONS</b>	Nil.
<b>EQUALITY RISKS AND BENEFITS ANALYSIS (ERBA)</b>	The contents of this report are considered compatible with existing equalities and human rights legislation.
<b>APPENDICES</b>	A. Certificate of Incorporation for Red One Devon & Somerset Community Interest Company (CIC) ( <b>Note:</b> this document also includes the Articles of Association and Community Interest Statement for the CIC).
<b>LIST OF BACKGROUND PAPERS</b>	Nil.

## 1. INTRODUCTION AND BACKGROUND

- 1.1 An Extraordinary General Meeting of Red One Ltd. was held on 4 April 2017, attended by the Authority as the sole shareholder of Red One Ltd. At that meeting, it was agreed to establish a Community Interest Company (CIC) limited by guarantee. A Community Interest Company is a type of company designed in particular for social enterprises that want to use their profits and assets for the public good. CICs are easy to set up, with all the flexibility and certainty of the company form, but with some special features to ensure they are working for the benefit of the community. This paper sets out progress to date in establishing the new company.

## 2. CURRENT POSITION

- 2.1 The new company – Red 1 Devon & Somerset Community Interest Company – has now been established. The Certificate of Incorporation is attached at Appendix A to this report. The Certificate of Incorporation also includes the Articles of Association for the new Company, together with Form CIC36 which details the Community Interest Statement (which sets out the intended activities of the company and the benefits to be provided to the community). It should be noted at the outset that, at present, the new company is a “shell” company only – it is not operating or trading actively.
- 2.2 The Authority has previously been advised that, unlike companies limited by share, companies limited by guarantee do not have “shareholders” but instead have “members”. Subject to any special provisions in the company's articles, the powers and responsibilities of “members” are broadly the same as those of shareholders in that they have ultimate control over the company and are entitled, for example, to attend and vote at general meetings, appoint and remove directors etc. Similarly, subject to any special provisions in the company's articles, company law provisions relating to general meetings, resolutions, etc. in ordinary share companies apply by and large to companies limited by guarantee.
- 2.3 The new company has been established with the following three initial “members”: Mark Healey; David Thomas and John Woodman (the three existing Non-Executive Directors of Red One Ltd.). Whilst Mark Healey and David Thomas are also Members of this Authority, their present appointment as “members” of the CIC is in a personal capacity.
- 2.4 The new company has been established in this way so that it is not deemed a “local authority controlled company”. For reference purposes, the definition of a “local authority controlled company” is set out at Section 68 of the Local Government and Housing Act 1989 and can be summarised as a company:
- (a) which is a subsidiary of a local authority or
  - (b) in which a local authority controls the majority of votes at a general meeting; or
  - (c) in which a local authority has the power to appoint/remove **a majority** of the board of directors; or
  - (d) which is under the control of another company which is itself a controlled company

- 2.5 Local authority ownership or control of a company comes with some commercial constraints because local authority companies are subject to restrictions on trading that other companies are not. For example, fire and rescue authorities may only undertake for a commercial purpose something relating either directly or indirectly to their functional purposes - and even then only in areas where there is not a statutory duty to undertake that function.
- 2.6 Appropriate safeguards and controls in respect of the new company are therefore not effected by virtue of its ownership, but by a range of methods including, but not exclusively:
- the asset lock which the new company has;
  - the Community Interest Statement;
  - the Articles of Association - it is proposed that the Articles of Association will be amended to provide for the Authority to appoint a given number of “members” of the company (or to become a “member” of the company in its own right) subject to the considerations in paragraph 2.4 above); and
  - perhaps most significantly, the contractual trading agreement that will be required for the provision of goods and services from the Authority to the new company.
- 2.7 These issues are currently being progressed and it is intended to submit a further progress report to the next full Authority meeting. In the meantime, the Authority is invited to note the current position.

**MIKE PEARSON**  
**Director of Corporate Services**

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**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
COMMUNITY INTEREST COMPANY**

Company Number **10788832**

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

**RED 1 DEVON AND SOMERSET COMMUNITY INTEREST  
COMPANY**

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



**\*N10788832O\***

Given at Companies House on **25th May 2017**.



**Companies House**



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

000224/35

In accordance with Section 9 of the Companies Act 2006.

# IN01

## Application to register a company



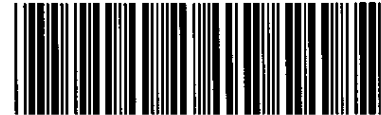
Companies House

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

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

**What this form is NOT for**  
You cannot use this form to register a limited liability partnership. If you are registering this, please use form LL. Do not use this form if any individual with significant control or has applied for protection has their details disclosed to the public register. Contact companieshouse.gov.uk for a separate form.

For further information, please refer to our guidance at



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A04 20/05/2017 #43  
COMPANIES HOUSE

SATURDAY

## 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 <sup>1</sup>

RED 1 DEVON AND SOMERSET  
COMMUNITY INTEREST COMPANY

For official use

10788832

#### → Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

#### ❶ Duplicate names

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

A2

### Company name restrictions <sup>2</sup>

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

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

#### ❷ Company name restrictions

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

A3

### Exemption from name ending with 'Limited' or 'Cyfyngedig' <sup>3</sup>

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

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

#### ❸ Name ending exemption

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



# IN01

## Application to register a company

A4

### Company type<sup>1</sup>

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

#### <sup>1</sup> 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. <sup>2</sup>

Classification code 1				
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

RISK MANAGEMENT SERVICES

#### <sup>2</sup> 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 <sup>3</sup>

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

#### <sup>3</sup> 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	RED ONE OFFICES
Street	DEVON TRANSPORT CENTRE, NESTPOINT
Post town	CLYST ST MARY
County/Region	EXETER
Postcode	E X 5 1 D J

**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 one 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 one 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 checked="" 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*	—
Full forename(s)	SEAN DONALD
Surname	GLYNN
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	RED ONE OFFICES
Street	DEVON TRANSPORT CENTRE WESTPOINT
Post town	CLYST ST. MARY
County/Region	EXETER
Postcode	E X 5 1 D J
Country	UK

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 <sup>1</sup>

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 <sup>2</sup>

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 <sup>3</sup>

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 <sup>4</sup>

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**

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

Title*	—
Full forename(s)	DAVID MICHAEL
Surname	THOMAS
Former name(s) <sup>2</sup>	—
Country/State of residence <sup>3</sup>	UK
Nationality	BRITISH
Month/year of birth <sup>4</sup>	X X   m m   y y y y
Business occupation (if any) <sup>5</sup>	COUNCILLOR

- 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**

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

Building name/number	RED ONE OFFICES
Street	DEVON TRANSPORT CENTRE WESTPOINT
Post town	CLYST ST MARY
County/Region	EXETER
Postcode	E X 5 1 D J
Country	UK

- 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**

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

Title*	—
Full forename(s)	MARK
Surname	HEALEY
Former name(s) <sup>2</sup>	—
Country/State of residence <sup>3</sup>	UK
Nationality	BRITISH
Month/year of birth <sup>4</sup>	X X 04 1953
Business occupation (if any) <sup>5</sup>	COUNCILLOR

- 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**

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

Building name/number	RED ONE OFFICES
Street	DEVON TRANSPORT CENTRE WESTPOINT
Post town	CLYST ST. MARY
County/Region	EXETER
Postcode	E X 5 1 D J
Country	UK

- 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.  
For a corporate director, complete Sections E1-E4.

Title*	—
Full forename(s)	JOHN CHARLES
Surname	WOODMAN
Former name(s)②	—
Country/State of residence ③	UK
Nationality	BRITISH
Month/year of birth ④	X X   1 2   1 9   6 2
Business occupation (if any) ⑤	COUNCILLOR

- 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 Section D4.

Building name/number	RED ONE OFFICES
Street	DEJON TRANSPORT CENTRE NESTPOINT
Post town	CLYST ST MARY
County/Region	EXETER
Postcode	E X 5 1 D J
Country	UK

- 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

<b>E1</b>	<b>Corporate director appointments</b>	
	Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm		<b>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> 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.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>	

<b>E3</b>	<b>EEA companies</b>	
	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		<b>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>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</b>
Registration number		

<b>E4</b>	<b>Non-EEA companies</b>	
	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		<b>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.
Governing law		
If applicable, where the company/firm is registered		
If applicable, the registration number		



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

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



# IN01

## Application to register a company

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 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) 1	DAVID MICHAEL
Surname 1	THOMAS
Address 2	RED ONE OFFICES, DENON TRANSPORT CENTRE, NESTPOINT, CLYST ST MARY
Postcode	E X S 1 D J
Amount guaranteed 3	£1
Class of member (if applicable) 4	—

**Subscriber's details**

Forename(s) 1	MARK
Surname 1	HEALEY
Address 2	RED ONE OFFICES, DENON TRANSPORT CENTRE, NESTPOINT, CLYST ST MARY
Postcode	E X S 1 D J
Amount guaranteed 3	£1
Class of member (if applicable) 4	—

IN01

Application to register a company

Subscriber's details

Forename(s) ①	JOHN CHARLES
Surname ①	WOODMAN
Address ②	RED ONE OFFICES, DEVON TRANSPORT CENTRE, NESTPOINT, CLYST ST MARY
Postcode	E X 5 1 D J
Amount guaranteed ③	£1
Class of member (if applicable) ④	

Subscriber's details

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

Subscriber's details

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

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
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.

**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

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 <sup>1</sup>**

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.

**<sup>1</sup> 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

**H7**

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

**Ⓢ Tick each that apply.**

**H8**

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

**Ⓢ Tick each that apply.**

# IN01

## Application to register a company

H9

### Nature of control by a trust 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 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

<sup>①</sup> Tick each that apply.

IN01

Application to register a company

Individual PSC

<b>H3</b>	<b>Individual's details</b>	
	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	<b>1 Country/State of residence</b> This is in respect of the usual residential address as stated in section H6.
Title*	—	<b>2 Month and year of birth</b> Please provide month and year only.
Full forename(s)	MARK <del>HEA</del>	
Surname	HEALEY	
Country/State of residence <sup>1</sup>	UK	
Nationality	BRITISH	
Month/year of birth <sup>2</sup>	X X    04    1953	

<b>H4</b>	<b>Individual's service address<sup>1</sup></b>	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.	<b>1 Service address</b> 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	RED ONE OFFICES	
Street	DEVON TRANSPORT CENTRE WESTPOINT	
Post town	CLYST ST. MARY	
County/Region	EXETER	
Postcode	EX5 1DJ	
Country	UK	

H7

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

**Ⓢ Tick each that apply.**

H8

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

**Ⓢ Tick each that apply.**

H9

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

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

Tick each that apply.

IN01

Application to register a company

Individual PSC

<b>H3</b>	<b>Individual's details</b>	<p><b>1 Country/State of residence</b> This is in respect of the usual residential address as stated in section H6.</p> <p><b>2 Month and year of birth</b> Please provide month and year only.</p>
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)	JOHN CHARLES	
Surname	WOODMAN	
Country/State of residence <sup>1</sup>	UK	
Nationality	BRITISH	
Month/year of birth <sup>2</sup>	X X   1   2   1   9   6   2	

<b>H4</b>	<b>Individual's service address<sup>1</sup></b>	<p><b>1 Service address</b> This is the address that will appear on the public record. This does not have to be the individual's usual residential address.</p> <p>If you provide the individual's residential address here it will appear on the public record.</p>
Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.		
Building name/number	RED ONE OFFICES	
Street	DENON TRANSPORT CENTRE WESTPOINT	
Post town	CLYST ST. MARY	
County/Region	EXETER	
Postcode	E X S 1 D J	
Country	UK	

H7

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

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

● Tick each that apply.

**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

H8

**Nature of control by a firm over which the individual has significant control<sup>2</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:

● Tick each that apply.

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

H9

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

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

● Tick each that apply.



# IN01

## Application to register a company

### Relevant legal entity (RLE)

11 RLE details <sup>①</sup>											
Corporate or firm name											
Building name/number											
Street											
Post town											
County/Region											
Postcode	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>										
Country											

<sup>①</sup> **Registered or principal office address**  
This is the address that will appear on the public record.

12 Legal form and governing law	
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	
Governing law	
If applicable, register in which RLE is entered <sup>①</sup>	
Country/State <sup>①</sup>	
Registration number <sup>①</sup>	

<sup>①</sup> **Registration number**  
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 <sup>1</sup>**

Please indicate how the RLE has significant control over the company

**1** Tick each that apply.

**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

14

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

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:

**1** Tick each that apply.

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

15

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

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)

<b>J1</b>	<b>ORP details</b>	
	An 'other registrable person' is: <ul style="list-style-type: none"><li>• a corporation sole</li><li>• a government or government department of a country or territory or a part of a country or territory</li><li>• an international organisation whose members include two or more countries or territories (or their governments)</li><li>• a local authority or local government body in the UK or elsewhere</li></ul>	
Name of ORP		

<b>J2</b>	<b>Principal office address <sup>①</sup></b>	
Building name/number		<b>① Principal office address</b> This is the address that will appear on the public record.
Street		
Post town		
County/Region		
Postcode		
Country		

<b>J3</b>	<b>Legal form and governing law</b>	
Legal form		
Governing law		

J4

**Nature of control** <sup>①</sup>

Please show how the ORP has significant control over the company

● Tick each that apply.

**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.

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:

● Tick each that apply.

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

J6

**Nature of control by a trust 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 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

<sup>①</sup> 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

① 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

② 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.

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

**④ Eligible person**

An eligible person is a person whose details would have to be entered in the company's PSC register

**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 <sup>①</sup>**

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.

<sup>①</sup> 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 <sup>②</sup>**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

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

<sup>②</sup> **Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance.

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

**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	CHRISTINE MASON
Building name/number	CERT LTD, WATERS EDGE BUSINESS
Street	CENTRE MALTHILL RD.
Post town	BARTON
County/Region	NORTH LINCOLNSHIRE
Postcode	DN185JR
Country	UK
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.
Agent's signature	Signature X <i>Christine Mason</i> X

# IN01

## Application to register a company



### Presenter information

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

Contact name **CHRIS MASON**

Company name **CERT LTD**

Address **WATERS EDGE**

**BUSINESS CENTRE**

**MALKILN ROAD**

Post town **BARTON**

County/Region **NORTH Lincs**

Postcode **DN18 5J2**

Country **UK**

DX

Telephone **07775028471**



### 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)**

The Companies Act 2006

Community Interest Company Limited by Guarantee <sup>i</sup>

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**Memorandum of Association**

**of**

**Red 1 Devon and Somerset Community Interest Company**

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**The Companies Act 2006**  
**Community Interest Company Limited by Guarantee**  
**Memorandum of Association <sup>ii</sup>**

*of*

**Red 1 Devon and Somerset Community Interest Company**

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<sup>iii</sup>*  
*subscriber*

*Authentication by each*

---

David Michael Thomas



Mark Healey



John Charles Woodman



---

Dated [ 16<sup>TH</sup> MAY 2017 ]

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<sup>i</sup> On the different limited company forms available to CICs, see [Part 3] of the Regulator's information and guidance notes.

<sup>ii</sup> For companies incorporated after 1 October 2009 the memorandum of association will consist only of the names of the subscribers of the company. If you are an existing company incorporated prior to 1 October 2009 and wishing to become a community interest company, you will need to incorporate the relevant provisions of your current memorandum into the articles of the community interest company.

<sup>iii</sup> For illustration, space for one subscriber has been supplied here. There is no upper limit to the number of subscribers and further entries may be added as appropriate.

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association

of

**Red 1 Devon and Somerset Community Interest Company**

The Companies Act 2006

Community Interest Company Limited by Guarantee

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The Companies Act 2006

Articles of Association

Of

**Red 1 Devon and Somerset Community Interest Company**

**INTERPRETATION**

**1. Defined Terms**

1.1 The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles

**COMMUNITY INTEREST COMPANY AND ASSET LOCK**

**2 Community Interest Company**

2.1 The Company is to be a community interest company

**3. Asset Lock**

3.1 *The Company shall not transfer any of its assets other than for full consideration*

3.2 Provided the conditions in Article 3 3 are satisfied, Article 3 1 shall not apply to

(a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body, and

(b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the memorandum and Articles of the Company

**4. Not for profit**

4.1 The Company is not established or conducted for private gain any profits or assets are used principally for the benefit of the community

## **OBJECTS, POWERS AND LIMITATION OF LIABILITY**

### **5. Objects**

The objects of the Company are to carry on activities which benefit the community and in particular

- To provide prevention services to the local community –to complement the statutory services provided by Devon and Somerset Fire and Rescue Service
- To provide risk management services to other communities
- To provide and enhance risk management services to commercial companies
- to engage in any business, trade or industry which may seem to the Company directly or indirectly conducive to the interests or convenience of the Company's main objects or of the community in the Company's area of activity generally.

### **6. Powers**

- 6.1 To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds

### **7. Liability of members**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for

- 7.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member,
- 7.2 payment of the costs, charges and expenses of winding up, and
- 7.3 adjustment of the rights of the contributories among themselves

## **DIRECTORS**

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

### **8. Directors' general authority**

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

**9. Members' reserve power**

9.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action

9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution

**10. Chair**

The Directors may appoint one of their number to be the chair of the Directors for such term of office as they determine and may at any time remove him or her from office

**11. Directors may delegate**

11.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to day management of the affairs of the Company

11.1.1 to such person or committee,

11.1.2 by such means (including by power of attorney),

11.1.3 to such an extent,

11.1.4 in relation to such matters or territories, and

11.1.5 on such terms and conditions,

as they think fit

11.2 If the Directors so specify, any such delegation of this power may authorise further delegation of the Directors' powers by any person to whom they are delegated

11.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

**DECISION-MAKING BY DIRECTORS**

**12. Directors to take decisions collectively**

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 18. In the event of the Company having only one Director, a majority decision is made when that single Director makes a decision

**13. Calling a Directors' meeting**

13.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting

13.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

13.2.1 all the Directors agree, or

13.2.2 urgent circumstances require shorter notice

13.3 Notice of Directors' meetings must be given to each Director

13.4 Every notice calling a Directors' meeting must specify

13.4.1 the place, day and time of the meeting, and

13.4.2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

13.5 Notice of Directors' meetings need not be in Writing

13.6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

**14. Participation in Directors' meetings**

14.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

14.1.1 the meeting has been called and takes place in accordance with the Articles, and

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

14.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other

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

**15. Quorum for Directors' meetings**

15.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

15.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than three, and unless otherwise fixed it is three

15.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision

15.3.1 to appoint further Directors, or

15.3.2 to call a general meeting so as to enable the members to appoint further Directors

**16. Chairing of Directors' meetings**

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting

**17. Decision-making at meetings**

17.1 Questions arising at a Directors' meeting shall be decided by a majority of votes

17.2 In all proceedings of Directors each Director must not have more than one vote

17.3 In case of an equality of votes, the Chair shall have a second or casting vote

**18 Decisions without a meeting**

18.1 The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing

18.2 A decision which is made in accordance with Article 18 1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with

18.2.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors,

18.2.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18.2,

18.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

18.2.4 the Recipient must prepare a minute of the decision in accordance with Article 33

## **19 Conflicts of interest**

19.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already

19.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors

19.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 18 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 20, he or she must

19.3.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,

19.3.2 not be counted in the quorum for that part of the meeting, and

19.3.3 withdraw during the vote and have no vote on the matter

19.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her .

19.5 A co-opted director is prevented from voting in any matter relating to their co-option.

## **20 Directors' power to authorise a conflict of interest**

20.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided

20.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 19.3,

20.1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,

- 20.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation
- 20.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 20 1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed
- 20.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 20 1 (subject to any limits or conditions to which such approval was subject)

**21. Register of Directors' interests**

The Directors shall cause a register of Directors' interests to be kept A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

**22 Methods of appointing Directors**

- 22.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors
- 22.2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a decision of the Directors.

**23 Co-option of Directors to meet specific needs on the Board of Directors**

- 23.1 The Board of Directors may decide to co-opt a person onto the Board of Directors to meet a particular need. The co-option will be for a fixed period of no more that twelve months from the date of appointment and the term and nature of the Co-option will be communicated to the Co-optee in writing when they are invited to join the board.
- 23.2 The co-opted director can be removed from the board of directors before the expiration of the 12 month period by a decision of the Board of Directors in a properly constituted meeting, and without the right of appeal.

23.3 A co-opted director who has served their 12 month term may be re-appointed to the Board of Directors for a further term of co-option at the discretion of the Board, following the same procedures outlined in clause 23.1

23.4 A co-opted director may be elected Chair of the Board of Directors.

#### **24. Termination of Director's appointment**

A person ceases to be a Director as soon as

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

(b) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

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

(d) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect), or

(e) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason

(f) the Director ceases to be a member

#### **25. Directors' remuneration**

25.1 The income and property of the Company whensoever derived shall be applied solely towards the promotion of the objects of the Company as set out herein and no portion shall be transferred directly or indirectly to any directors or employees of the Company except by way of payment in good faith of reasonable and proper wages, and repayments of expenses to any director or employee of the Company in return for any services actually rendered to the Company.

#### **26. Directors' expenses**

26.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

(a) meetings of Directors or committees of Directors,



(b) general meetings, or

(c) separate meetings of any class of members or of the holders of any debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

## **MEMBERS**

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

#### **27. Becoming a member**

27.1 The subscribers to the Memorandum are the first members of the Company

27.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company

27.3 No person shall be admitted a member of the Company unless he or she is approved by the Directors

27.4 Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her

#### **28. Termination of membership**

28.1 Membership is not transferable to anyone else

28.2 Membership is terminated if

28.2.1 the member dies or ceases to exist.

28.2.2 otherwise in accordance with the Articles

### **DECISION MAKING BY MEMBERS**

#### **29 Members' meetings**

29.1 The Directors may call a general meeting at any time

- 29.2 General meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts
- 29.3 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures
- 29.4 Article 29 3 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company

**30. Written resolutions**

- 30.1 Subject to Article 30 3, a written resolution of the Company passed in accordance with this Article 30 shall have effect as if passed by the Company in general meeting
- 30.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members
- 30.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution
- 30.2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution
- 30.3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution
- 30.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts
- 30.5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution
- 30.5.1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature
- 30.5.2 If the Document is sent to the Company by Electronic Means, it is authenticated if it

bears the member's signature] or [if the identity of the member is confirmed in a manner agreed by the Directors] or [if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement] or [if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means]

- 30.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 30.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

#### **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

**31. Means of communication to be used**

- 31.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company
- 31.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being
- 31.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours

**32. Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it

**33. Minutes**

- 33.1 The Directors must cause minutes to be made in books kept for the purpose

33.1.1 of all appointments of officers made by the Directors,

- 33.1.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting), and
- 33.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting, and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings
- 33.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision

**34. Records and accounts**

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of

- 34.1 annual reports,
- 34.2 annual returns, and
- 34.3 annual statements of account
- 34.4 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member

**35 Indemnity**

- 35.1 Subject to Article 35 2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against

(a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

(b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and

(c) any other liability incurred by that Director as an officer of the Company or an associated company

- 35.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

**35.3 In this Article**

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a “relevant Director” means any Director or former Director of the Company or an associated company

**36. Insurance**

**36.1** The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss

**36.2 In this Article**

(a) a “relevant Director” means any Director or former Director of the Company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

**SOCIAL ENTERPRISE FEATURES**

**37. Social Audit**

**37.1** A social audit of the Company’s activities may, by resolution of a General Meeting, be undertaken annually in addition to the financial records required by law. The role of the social audit shall be to identify the social costs and benefits of the Company work, and to enable an assessment to be made of the Company’s overall performance in relation to its objects more easily than may be made from financial accounts alone.

**37.2** Such a social audit may be drawn up by an independent assessor appointed by the Board of Directors or by the Board themselves or authorised employees, who may submit their report for verification or comments to an independent assessor.

**38. Stakeholder group**

**38.1** The Company may create and support a Stakeholder/User Group the purpose of which will be to add value to the workings of the Company in pursuit of its main objects.

38.2 The Stakeholder group will meet at least annually to receive reports on the working of the Company and to comment on its activities.

38.3 Stakeholder group meetings will be attended by at least one director of the Company who will feed back the views of the meeting to the Board of Directors.

**39. Application of surplus**

39.1 The surplus of the Company shall be applied in the following ways, in such proportions and in such manner as decided by the Board of Directors :

- (a) First, to creating a general reserve for the continuation and development of the Company,
- (b) Secondly, to reduce the financial burden on Devon and Somerset Fire and Rescue Service for the provision of statutory and non statutory duties.
- (c) Thirdly to make payments for social and charitable purposes in furtherance of its objects.

**40. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded

**SCHEDULE**  
**INTERPRETATION**

**Defined terms**

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings

	<b>Term</b>	<b>Meaning</b>
1.1	<b>‘Address’</b>	includes a number or address used for t purposes of sending or receiving Documents by Electronic Means;
1.2	<b>“Articles”</b>	the Company’s articles of association,
1.3	<b>“asset-locked body”</b>	means (i) a community interest company, a charity or a Permitted industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
1.4	<b>“bankruptcy”</b>	includes individual Insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.5	<b>“Chair”</b>	has the meaning given in Article 10;
1.6	<b>“Circulation Date”</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.7	<b>“Clear Days”</b>	in relation to the period of a notice, that 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;
1.8	<b>“community”</b>	is to be construed in accordance with accordance with Section 35(5) of the Company’s (Audit Investigations and Community Enterprise) Act 2004;
1.9	<b>“Companies Acts”</b>	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;

1.10	“Company”	Red 1 Devon and Somerset Community Interest Company ,
1.11	“Conflict of Interest”	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
1.12	“Director”	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.13	“Document”	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1.14	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.15	“Hard Copy Form”	has the meaning given to it in the Companies Act 2006,
1.16	“Memorandum”	the Company’s memorandum of association;
1.17	“participate”	in relation to a Directors’ meeting, has the meaning given In Article 14,
1.18	“Permitted Industrial and Provident Society”	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
1.19	“the Regulator”	means the Regulator of Community Interest Companies
1.20	“Secretary”	the secretary of the Company (if any),
1.21	“specified”	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph,
1.22	“subsidiary”	has the meaning given in section 1159 of the



Companies Act 2006;

- 1.23            “transfer”            includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
- 1.24            “Writing”            the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
- 2            Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it
- 3            Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company

000224 635

Please ensure this form is placed at the top of your application when posted to Companies House.

# CIC 36

## Declarations on Formation of a Community Interest Company<sup>1</sup>

*Please complete in typescript, or in bold black capitals.*

**Company Name in full**

Red 1 Devon and Somerset

Community Interest Company

### **SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries**

1. We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community<sup>2</sup>. [Insert a short description of the community, or section of the community, which it is intended that the company will benefit below]<sup>3</sup>

*The company's activities will provide benefit to ...*

Local communities by making a positive difference to the quality of peoples' lives and the places where they live and work, in particular for the population of the Somerset & Devon area. Its focus is to protect local lives and property from fire and other incidents, to meet this aim the Company will provide risk management services to businesses and public bodies. Proceeds made from our commercial activities will be reinvested to provide prevention services to our communities. These prevention services aim to complement the statutory Fire and Rescue services provided by the Devon and Somerset Fire and Rescue Authority.

**COMPANY NAME**

Red 1 Devon and Somerset Community Interest Company

**SECTION B: Community Interest Statement – Activities & Related Benefit**

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your proposed company is eligible to become a community interest company. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain.

<b>Activities</b> (Tell us here what the company is being set up to do)	<b>How will the activity benefit the community?</b> <i>(The community will benefit by...)</i>
<p>Provide and enhance risk management services to local commercial high risk communities.</p> <p>Provide risk management services to other communities.</p>	<p>This will allow these companies to thrive in the market and enhance the local economy through economic regeneration. Workers (who are, in the main, residents of the community) will also be provided with a safe working environment. Whilst we will act in a similar way to a commercial company providing this activity, we will re-invest the proceeds made from this commercial activity to support the delivery of prevention services to the population of the Devon and Somerset area.</p> <p>The provision of these risk management services will directly benefit the population of that community. Whilst we will act in a similar way to a commercial company providing this activity, we will re-invest the proceeds made from this commercial activity to support the delivery of prevention services to the population of the Devon and Somerset area.</p>
<p>Provide non statutory prevention services to the local community – these complement the statutory services provided by Devon and Somerset Fire and Rescue Service and will, in the main, be provided free at the point of access to our local community</p> <p>Provide road safety, driver and associated services that complement the Police/Fire and Rescue Road Safety measures working with charitable organisations to improve safety in this area of the Community</p>	<p>Services for children and young people will aim to engage and educate young people, improving fire, road safety, general health related knowledge and development of key life skills – the overall aim being to reach youngsters who are hard to reach and provide positive experiences and personal development. We know that fire and injury is more prevalent in disadvantaged sections of our community.</p> <p>Domestic safety lies at the heart of our prevention services. Peoples are most at risk from fire and accident in the place they should feel safest. We aim to deliver a range of Community Health and Wellbeing services to meet the needs of our local citizens.</p> <p>Road Safety and associated activity is an important part of wider safety in the Community. We aim to deliver a number of training courses and services to meet the needs of the Community</p>
<p>If the company makes any surplus it will be used for...</p> <p>The delivery of prevention/protection services (as described above) to the local community</p>	

(Please continue on separate sheet if necessary.)

**COMPANY NAME**

Red 1 Devon and Somerset Community Interest Company


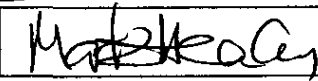
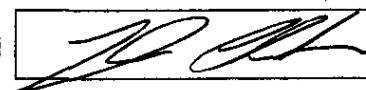

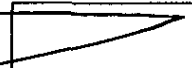
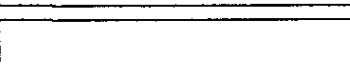
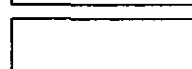
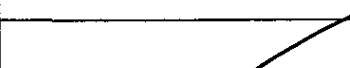
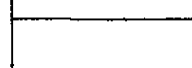
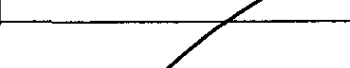
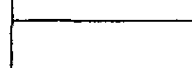
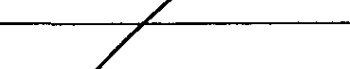
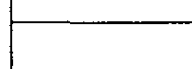
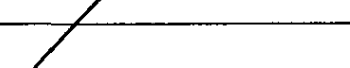
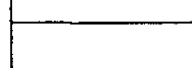
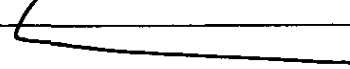
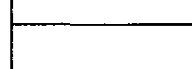
**SECTION C:**

1. We/I, the undersigned, declare that the company in respect of which this application is made will not be:

- (a) a political party;
- (b) a political campaigning organisation; or
- (c) a subsidiary of a political party or of a political campaigning organisation.<sup>4</sup>

**SECTION D:**

Each person who will be a first director of the company must sign the declarations.

Signed		Date	12 <sup>th</sup> MAY '17
Signed		Date	12 <sup>th</sup> MAY 2017
Signed		Date	12 <sup>th</sup> MAY '17
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

**CHECKLIST**

**Have the first directors signed the CIC36?**

This form must be accompanied by the following documents:

- (a) Memorandum of Association
- (b) Articles of Association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (c) Form IN01- you need to indicate that the proposed company is adopting bespoke articles.
- (d) Any completed continuation sheets
- (e) A cheque or postal order for £35 made payable to Companies House

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

Chris Mason	
CERT Ltd Waters Edge Business Centre, Barton	
North Lincolnshire	
	Tel 01652 240554
DX Number	DX Exchange

**When you have completed and signed this form, please ensure it is placed at the top of your application and send it to the Registrar of Companies at:**

*For companies registered in England and Wales:* New Companies Section, Companies House, Crown Way, Cardiff, CF14 3UZ  
DX 33050 Cardiff

*For companies registered in Scotland:* Companies House, 4<sup>th</sup> Floor, Edinburgh Quay 2, 139 Fountainbridge, EH3 9FF DX 235 Edinburgh

*For companies registered in Northern Ireland:* Companies House, 2nd Floor, The Linenhall, 32-38 Linenhall Street, Belfast, BT2 8BG

## NOTES

<sup>1</sup> This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

<sup>2</sup> The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

<sup>3</sup> E.g. "the residents of Oldtown" or "those suffering from XYZ disease".

<sup>4</sup> A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.

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