



FILE COPY

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

Company No. 7660799

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

THE COMMUNICATIONS ORGANISATION

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

Given at Companies House on **7th June 2011**



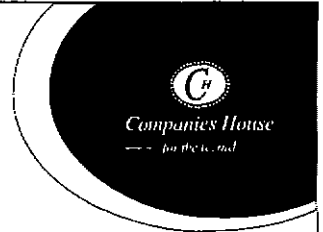
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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company



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

012976100

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

What this form is NOT for
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01

TU

LD1 *L70MUUSU*
07/06/2011
COMPANIES HOUSE

52

Part 1 Company details

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

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

THE COMMUNICATION ORGANISATION

For official use

7660799

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

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

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

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

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

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

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

A4 Company type ④

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

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5 Situation of registered office ①

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

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6 Registered office address ②

Please give the registered office address of your company

Building name/number KEAN HOUSE, 6

Street 6 KEAN STREET

Post town LONDON

County/Region

Postcode WC2B 4AS

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7 Articles of association ③

Please choose one option only and tick one box only

Option 1 I wish to adopt one of the following model articles in its entirety. Please tick only one box

- Private limited by shares
- Private limited by guarantee
- Public company

Option 2 I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box

- Private limited by shares
- Private limited by guarantee
- Public company

Option 3 I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

③ For details of which company type

can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8 Restricted company articles ④

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

④ Restricted company articles

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

IN01

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

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) 	

 Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

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

 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address

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

 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.

B3

Signature

I consent to act as secretary of the proposed company named in Section A1.

Signature	Signature 	
-----------	--	---

 Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①	
Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

① Additional appointments
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

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

C2	Location of the registry of the corporate body or firm
Is the corporate secretary registered within the European Economic Area (EEA)?	
→ Yes Complete Section C3 only → No Complete Section C4 only	

C3 EEA companies ②	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③	
Registration number	

② EEA
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non-EEA companies	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
Registration number	

④ Non EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5 Signature ⑤	
I consent to act as secretary of the proposed company named in Section A1	
Signature	Signature X

⑤ Signature
The person named above consents to act as corporate secretary of the proposed company


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Application to register a company

Director

D1	Director appointments ①	<p>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.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	MR	
Full forename(s)	DAVID	
Surname	ISAAC	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	BRITISH	
Date of birth	9 9 1978	
Business occupation (if any) ④	SOLUTION	

D2	Director's service address ⑤	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED	
Street	OFFICE	
Post town		
County/Region		
Postcode		
Country		

D3	Signature ⑥	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1	
Signature	<p>Signature</p> <p>X  X</p>	

IN01 – continuation page

Application to register a company

Director

D1		Director appointments ①
		Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5
Title*	MS	
Full forename(s)	ELLEN	
Surname	RIOTTE	
Former name(s) ②		
Country/State of residence ③	BELGIUM	
Nationality	GERMAN	
Date of birth	28 09 1976	
Business occupation (if any) ④		

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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.


④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2		Director's service address ⑤
		Please complete the service address below. You must also fill in the director's usual residential address in Section D4.
Building name/number	CSI - BRUSSELS	
Street	RUE D'IDALIE 9-13	
Post town	BRUSSELS	
County/Region		
Postcode	1050	
Country	BELGIUM	

⑤ 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.


D3		Signature ⑥
		I consent to act as director of the proposed company named in Section A1
Signature	<div style="display: flex; align-items: center;"> X  X </div>	

⑥ Signature
The person named above consents to act as director of the proposed company.

Director

D1	Director appointments ①	<p>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.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	MR	
Full forename(s)	WILL	
Surname	SOMERVILLE	
Former name(s) ②		
Country/State of residence ③	BRITAIN	
Nationality	BRITISH	
Date of birth	d 1 1 9 m 0 4 y 1 9 7 8	
Business occupation (if any) ④	CONSULTANT	

D2	Director's service address ⑤	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode		
Country		

D3	Signature ⑥	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1	
Signature	<p>Signature</p> <p>X  X</p>	

IN01 – continuation page

Application to register a company

Director

D1

Director appointments ^①

Please use this section to list all the directors of the company
For a corporate director, complete Sections E1-E5.

Title*	MR
Full forename(s)	WILFRED JOHN
Surname	WEEKS
Former name(s) ^②	
Country/State of residence ^③	UK
Nationality	BRITISH
Date of birth	08 02 1948
Business occupation (if any) ^④	PUBLIC AFFAIRS CONSULTANT

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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

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

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

D2

Director's service address ^⑤

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

Building name/number	25
Street	GAUDEN ROAD
Post town	LONDON
County/Region	
Postcode	SW46LR
Country	

⑤ Service address

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

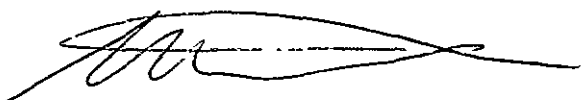
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

D3

Signature ^⑥

I consent to act as director of the proposed company named in Section A1.

Signature	<small>Signature</small> X  X
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1 Director appointments ¹

Please use this section to list all the directors of the company
For a corporate director, complete Sections E1-E5

Title*	Mr
Full forename(s)	Timothy Brian
Surname	PARRETT
Former name(s) ²	
Country/State of residence ³	UK.
Nationality	British
Date of birth	1 ^d 7 th 1971 9 th 1971 6 th 1972
Business occupation (if any) ⁴	Philanthropy - Officer

- 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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- 3 Country/State of residence**
This is in respect of your usual residential address as stated in Section D4.
- 4 Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ⁵

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

Building name/number	Oak Philanthropy (UK) Ltd,
Street	22 Upper Brooke Street
Post town	London
County/Region	
Postcode	W1K 7PZ
Country	UK

- 5 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.

D3 Signature ⁶

I consent to act as director of the proposed company named in Section A1

Signature	Signature X <u>T.B. Parrett</u> X
-----------	--------------------------------------

- 6 Signature**
The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1 Director appointments ¹	
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	MS
Full forename(s)	SARAH AYESHA
Surname	SARAN
Former name(s) ²	N/A
Country/State of residence ³	U.K.
Nationality	BRITISH
Date of birth	^d 1 ^d 3 ^m 0 ^m 1 ^y 1 ^y 9 ^y 7 ^y 6
Business occupation (if any) ⁴	CHARITABLE TRUST

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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

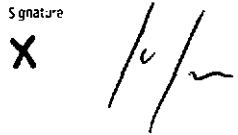
4 Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ⁵	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED
Street	OFFICE
Post town	
County/Region	
Postcode	
Country	

5 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.

D3 Signature ⁶	
I consent to act as director of the proposed company named in Section A1	
Signature	<div style="display: flex; align-items: center; justify-content: space-between;"> Signature  X </div>

6 Signature
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ¹	
	Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm		<p>1 Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p>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</p>
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

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

E3	EEA companies ²	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ³		<p>2 EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Registration number		

E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		<p>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</p>
Governing law		
If applicable, where the company/firm is registered ⁵		
If applicable, the registration number		

E5	Signature ⁶	
	I consent to act as director of the proposed company named in Section A1	
Signature	<p>Signature</p> <p>X</p>	<p>6 Signature The person named above consents to act as corporate director of the proposed company</p>

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

- Yes Complete the sections below
- No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

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

F2 Share capital in other currencies

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

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

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

F3 Totals

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

Total number of shares	
Total aggregate nominal value ❹	

❹ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

- ❶ Including both the nominal value and any share premium
- ❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars

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 and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

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

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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 and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages

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

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

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

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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** (Statement of compliance)

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

Subscriber's details

Forename(s) 1	Sarah Ayesha
Surname 1	Saran
Address 2	7 Arlington Court 444 Archway Rd London
Postcode	N 6 4 J H
Amount guaranteed 3	£1 (ONE POUND)

Subscriber's details

Forename(s) 1	Wilfred John
Surname 1	Weeks
Address 2	25 Gauden Rd London
Postcode	S W 4 6 L R
Amount guaranteed 3	£1 (ONE POUND)

Subscriber's details

Forename(s) 1	Timothy Brian
Surname 1	Parritt
Address 2	10 Van Gogh Court Amsterdam Rd, London
Postcode	E 1 4 3 U Y
Amount guaranteed 3	£1 (ONE POUND)

IN01

Application to register a company

Subscriber's details	
Forename(s) ❶	David
Surname ❶	Isaac
Address ❷	Flat 3, 28-29 Myddleton Sq London
Postcode	E C 1 R 1 Y E
Amount guaranteed ❸	£1 (ONE POUND)

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters

❷ Address

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

❸ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5

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 H1** (Statement of compliance delivered by the subscribers)

→ Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers

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

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

IN01


Application to register a company

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

H2	Statement of compliance delivered by an agent	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name	Stone King LLP	
Building name/number	16	
Street	St John's Lane	
Post town	London	
County/Region		
Postcode	E C 1 M 4 B S	
Country	UK	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X Stone King LLP	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 **Tom Murdoch**

Company name **Stone King LLP**

Address **16 St John's Lane**

Post town **London**

Country/Region

Postcode **E C 1 M 4 B S**

Country **UK**

DX

Telephone **020 7796 1007**

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

At the registered office address (Given in Section A6)


At the agents address (Given in Section H2)

Checklist


We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following


- You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- You have used the correct appointment sections
- Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- The document has been signed, where indicated
- All relevant attachments have been included
- You have enclosed the Memorandum of Association
- You have enclosed the correct fee

 **Important information**

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

 **How to pay**

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

 **Where to send**


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

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

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

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

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

 **Further information**

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

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

Companies Act 2006

Company not having a share capital

MEMORANDUM OF ASSOCIATION

OF

THE COMMUNICATION ORGANISATION

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

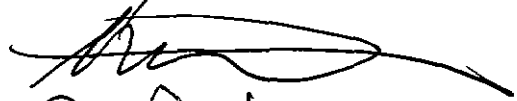
Name of each subscriber

Authentication by each subscriber

Sarah Ayesha Saran



WILF WEEKS



Timothy Parritt

T.B. Parritt.

DAVID SWANZ



Date 6 June 2011

Companies Act 2006

Company not having a share capital

ARTICLES OF ASSOCIATION
OF
THE COMMUNICATION ORGANISATION

Company number

Charity number

1 Name

The name of the company is the Communication Organisation (the "Charity").

2. Registered office

The registered office of the Charity is to be in England and Wales.

3 Objects

3.1 The Charity's objects ("the Objects") are:

(1) to advance the education of the public and raise awareness about issues relating to social justice, human rights, and other related subjects, with a particular focus on migration, to include refugees and people seeking asylum; and

(2) to promote research for the public benefit in all aspects of such subjects and to publish the useful results.

3.2 Article 3 1 may be amended by special resolution but only with the prior written consent of the Commission.

4 Powers

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 to establish, develop, provide, broadcast, publicise, promote or sponsor awareness-raising or educational projects, campaigns, seminars, lectures and any other awareness-raising events, projects and materials, including:
 - (1) participation in all media;
 - (2) lobbying and involvement in campaigns designed to achieve a shift in opinion of the general public as well as specific policy-making persons and bodies;
- 4.2 to provide training to individuals and organisations,
- 4.3 to provide advice or information and to carry out research, including researching, developing, disseminating and promoting information and other material,
- 4.4 to co-operate with other bodies;
- 4.5 to establish, sponsor, endow or administer scholarships, bursaries, courses of instruction;
- 4.6 to support, administer or set up other charities,
- 4.7 to accept gifts and to raise funds (but not by means of taxable trading);
- 4.8 to borrow money and to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- 4.9 to acquire, let, hire, manage and turn to account property of any kind;
- 4.10 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act),
- 4.11 to set aside funds for special purposes or as reserves against future expenditure;
- 4.12 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider

- necessary and having regard to the suitability of investments and the need for diversification);
- 4.13 to delegate the management of investments to a financial expert, but only on terms that
- (1) the investment policy is set down in writing for the financial expert by the Trustees;
 - (2) timely reports of all transactions are provided to the Trustees;
 - (3) the performance of the investments is reviewed regularly with the Trustees,
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time,
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (7) the financial expert must not do anything outside the powers of the Charity,
- 4.14 to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions or under their delegated authority as set out above, and to pay any reasonable fee required;
- 4 15 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required,
- 4 16 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.17 subject to Article 8.3, to employ paid or unpaid agents, staff or advisers;

- 4.18 to enter into such contracts as the trustees find expedient and in particular to enter contracts for the development and provision of training projects,
- 4 19 to establish, acquire and operate subsidiary companies,
- 4 20 to do anything else within the law which promotes or helps to promote the Objects

5. The Trustees

- 5 1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 5.2 The first Trustees shall be the Supporter Trustees who have been nominated by each of the Original Supporting Foundations Future Trustees shall be appointed as subsequently laid out in these Articles
- 5.3 The Board of Trustees shall (unless otherwise determined by ordinary resolution) consist of at least six and no more than twelve persons who, being individuals, are over the age of 18, all of whom must support the Objects.
- 5.4 If any Trustee is a corporate body it must act through a named representative whose contact details are notified to the Trustees and there must be at least one individual Trustee.
- 5.5 A Trustee may not act as a Trustee unless he or she has signed a written declaration of willingness to act as a charity trustee of the Charity.
- 5.6.1 Except for the first Trustees and any Supporter Trustees, the Trustees shall be elected by the Members
- 5.6.2 The Trustees shall invite other organisations or individuals whose aims or activities are strategically linked or otherwise compatible with the Objects to nominate candidates for the post of Trustee and, from those so-nominated and other suitably-skilled candidates proposed by the Trustees themselves, the Members shall elect a number to be Trustees.

- 5.6.3 The Trustees shall invite each Supporting Foundation of the Charity to appoint a person to be a Trustee (a "Supporter Trustee") and such Supporting Foundation shall also have power at any time to remove that Supporter Trustee from his or her office as Trustee and to appoint another person to replace him or her, provided that the number of Supporter Trustees who are appointed in accordance with this Article by Supporting Foundations shall not exceed one third of the total number of Trustees and provided further that, if the number of Supporting Foundations exceeds the Supporter Trustee places available, the Supporting Foundations that have made the largest contributions in the current and preceding years to the Charity shall normally be invited in preference to the others
- 5.7 One-third (or the number nearest one-third) of the Trustees (excluding any Supporter Trustees) must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 5.8 Except for any Supporter Trustees, a retiring Trustee shall be eligible for re-election for consecutive periods not exceeding in aggregate six years from the date of his or her original appointment but thereafter a Trustee shall not be eligible for re-appointment until at least one year after his or her retirement (unless two-thirds of the other Trustees agree it is in the interests of the Objects for a Trustee to serve longer) In this Article a 'year' means the period between one AGM and the next.
- 5.9 No person (other than any Supporter Trustees) shall be appointed or re-appointed a Trustee at any general meeting unless, not less than fourteen nor more than thirty five Clear Days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or re-appointment stating the particulars which would if he or she were so appointed or re-appointed be required to be included in the

Charity's register of Trustees together with a notice executed by that person of his or her willingness to be appointed or re-appointed

5.10 A Trustee's term of office as such automatically terminates if:

- (1) he or she is disqualified under the Charities Act from acting as a charity trustee,
- (2) a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that he or she has become physically or mentally incapable of acting as a Trustee and may remain so for three months;
- (3) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (4) he or she is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;
- (5) he or she resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
- (6) he or she is removed by the Members at a general meeting under the Companies Act

5.11 The Trustees may at any time co-opt any individual who is eligible under Articles 5.3 and 5.5 as a Trustee to fill a vacancy in their number or (subject to the maximum number permitted by Article 5.3) as an additional Trustee, provided that co-opted Trustees fill a skills gap and hold office only until the next Members' meeting

5.12 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5.13 For the avoidance of doubt, neither Supporting Foundations nor the organisations referred to in Article 5.6.2 are required to be charitable according to the law of England and Wales.

6. Trustees' proceedings

6.1 The Trustees must hold at least three meetings each year.

6.2 A quorum at a meeting of the Trustees is three Trustees or a third of their number, whichever is the greater.

6.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.

6.4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting

6.5 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document

6.6 Every Trustee has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.

6.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

7. Trustees' powers

The Trustees have the following powers in the administration of the Charity in their capacity as Trustees:

7.1 to appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act;

- 7.2 to appoint a Chair, a Treasurer and other honorary officers from among their number, for such terms as the Trustees shall determine, provided that, if a suitable candidate for the position of Treasurer cannot be found among the Trustees, a suitable candidate who is not a Trustee may be appointed Treasurer;
- 7.3 to delegate any of their functions to committees consisting of one or more individuals appointed by them, at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees,
- 7.4 to make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings;
- 7.5 to make rules consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees;
- 7.6 to make regulations consistent with the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any),
- 7.7 to establish procedures to assist the resolution of disputes or differences within the Charity;
- 7.8 to exercise in their capacity as Trustees any powers of the Charity which are not reserved to the Members; and
- 7.9 any bank account in which any assets of the Charity are deposited shall be operated by the Trustees and shall bear the name of the Charity. The Trustees may prescribe such rules relating to the signing of cheques and orders for the payment of money from such account as they may consider appropriate from time to time

8. Benefits and conflicts

- 8.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but, subject to compliance with Article 8.4:

- (1) Members, Trustees and Connected Persons may be paid interest on money lent to the Charity at a reasonable rate,
- (2) Members, Trustees and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Charity;
- (3) Members, Trustees and Connected Persons may receive charitable benefits on the same terms as any other beneficiaries; and
- (4) Fees, remuneration or other benefit in money or money's worth may be paid to any company of which a Member or a Trustee may be a member holding not more than 1/100th part of the issued capital of that company

8.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except.

- (1) as mentioned in Articles 8.1 or 8.3,
- (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity,
- (3) the benefit of indemnity insurance as permitted by the Charities Act;
- (4) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
- (5) in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and, where required by the Companies Act, the approval or affirmation of the Members)

8.3 No Trustee or Connected Person may be employed by the Charity except in accordance with Article 8.2(5), but any Trustee or Connected Person may enter into a written contract with the Charity, as permitted by the Charities Act, to supply goods or services in return for a payment or other material benefit but only if

- (1) the goods or services are actually required by the Charity, and the Trustees decide that it is in the best interests of the Charity to enter into such a contract;
- (2) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 8 4; and
- (3) fewer than half of the Trustees are subject to such a contract in any financial year.

8.4 Subject to Clause 8 5, any Trustee who becomes a Conflicted Trustee in relation to any matter must:

- (1) declare the nature and extent of his or her interest before discussion begins on the matter;
- (2) withdraw from the meeting for that item after providing any information requested by the Trustees;
- (3) not be counted in the quorum for that part of the meeting, and
- (4) be absent during the vote and have no vote on the matter.

8 5 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to

- (1) continue to participate in discussions leading to the making of a decision and/or to vote, or
- (2) disclose to a third party information confidential to the Charity, or
- (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity or
- (4) refrain from taking any step required to remove the conflict.

8 6 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission

9. Records and Accounts

9.1 Subject to Article 9.5, the Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including.

- (1) annual returns;
- (2) annual reports; and
- (3) annual statements of account

9 2 The Trustees must ensure records are kept of:

- (1) all proceedings at meetings of the Trustees;
- (2) all resolutions in writing;
- (3) all reports of committees; and
- (4) all professional advice obtained.

9.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide

9.4 A copy of the Charity's constitution and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs

9.5 The Trustees shall arrange for the Charity's annual accounts to be audited by a suitably qualified professional in each of the Charity's first three years

of existence and thereafter as the Companies Act requires or as the Trustees think fit.

10. Membership

10.1 The Charity must maintain a register of Members.

10.2 The Members shall be the Trustees for the time being. On ceasing to be a Trustee, a person shall cease to be a Member.

10.4 Membership is not transferable

11. General Meetings

11.1 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Charity before the commencement of the meeting).

11.2 General meetings are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.

11.3 There is a quorum at a general meeting if the number of Members present in person or by proxy is two-thirds of the Members entitled to vote

11.4 The chair at a general meeting is the Chair or, if he or she is not present, the Trustees shall elect one of their number to chair the meeting. In the case of an equality of votes, the chair at a general meeting shall have a casting vote in addition to any other vote he or she may have.

11.5 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by ordinary resolution

11.6 Every Member present in person or by proxy has one vote on each issue

11.7 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting For this purpose

the written resolution may be set out in more than one document. A written resolution shall lapse if it is not passed within 60 days of the date of its circulation.

11.8 The Charity shall hold an AGM every year, with not more than 15 months between one AGM and the next; the first AGM shall be held within 18 months of the Charity's incorporation

11.9 Members must annually.

- (1) receive the accounts of the Charity for the previous financial year;
- (2) receive a written report on the Charity's activities;
- (3) be informed of the retirement of those Trustees who wish to retire or who are retiring by rotation,
- (4) elect Trustees to fill the vacancies arising;
- (5) appoint reporting accountants or auditors for the Charity,

11.10 Members may also from time to time

- (1) confer on any individual or individuals (with his, her or their consent) the honorary title of Patron, President or Vice-President of the Charity; and
- (2) discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

11.11 A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from one or more Members being at least 10% of the Membership or (where no general meeting has been held within the last year) at least 5% of the Membership

11.12 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution.

12. Limited Liability

The liability of Members is limited.

13 Guarantee

Every Member promises, if the Charity is dissolved while he/she remains a Member or within one year after he/she ceases to be a Member, to pay up to £1 towards.

- 13.1 payment of those debts and liabilities of the Charity incurred before he/she ceased to be a Member;
- 13.2 payment of the costs, charges and expenses of winding up; and
- 13.3 the adjustment of rights of contributors among themselves.

14 Communications

14.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:

- (1) by hand;
- (2) by post;
- (3) by fax, email or other suitable electronic means; or through publication in the Charity's newsletter or on the Charity's website

14.2 The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members

14.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (1) 24 hours after being sent by electronic means, posted on the Charity's website or delivered by hand to the relevant address;
- (2) two clear days after being sent by first class post to that address,
- (3) three clear days after being sent by second class or overseas post to that address,
- (4) immediately on being handed to the recipient personally;
or, if earlier,
- (5) as soon as the recipient acknowledges actual receipt.

14.4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

15 Dissolution

15.1 If the Charity is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:

- (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (2) directly for the Objects or for charitable purposes which are within or similar to the Objects,
- (3) in such other manner consistent with charitable status as the Commission approves in writing in advance

15.2 A final report and statement of account must be sent to the Commission.

15.3 This provision may be amended by special resolution but only with the prior written consent of the Commission

16. Indemnity

16.1 The Charity shall indemnify every Trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

16.2 In this Article, "Trustee" means any Trustee or former Trustee of the Charity

16.3 The Charity may indemnify an auditor against any liability incurred by him or her

- (1) in defending proceedings (whether civil or criminal) in which judgement is given in his or her favour or he or she is acquitted; or

- (2) in connection with an application under section 1157 of the Companies Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

17. Interpretation

17.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity

17.2 In the Articles, unless the context indicates another meaning:

'AGM' means an annual general meeting of the Charity;

'the Articles' means the Charity's Articles of Association and 'Article' refers to a particular Article;

'Board of Trustees' means the Trustees collectively;

'Chair' means the chair of the Trustees;

'the Charity' means the company governed by the Articles,

'the Charities Act' means the Charities Acts 1992 to 2006;

'charity trustee' has the meaning prescribed by the Charities Act;

'clear day' does not include the day on which notice is given or the day of the meeting or other event;

'the Commission' means the Charity Commission for England and Wales or any body which replaces it;

'the Companies Act' means the Companies Act 2006,

'Conflicted Trustee' means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;

'Connected Person' means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights;

'constitution' means the Memorandum and the Articles and any special resolutions relating to them;

'custodian' means a person or body who undertakes safe custody of assets or of documents or records relating to them;

'electronic means' refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

'financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

'financial year' means the Charity's financial year,

'firm' includes a limited liability partnership;

'indemnity insurance' has the meaning prescribed by the Charities Act

'material benefit' means a benefit, direct or indirect, which may not be financial but has a monetary value;

'Member' and 'Membership' refer to company Membership of the Charity;

'Memorandum' means the Charity's Memorandum of Association;

'month' means calendar month,

1 . 2

'nominee company' means a corporate body registered or having an established place of business in England and Wales which holds title to property for another,

'Objects' means the Objects of the Charity as defined in Article 3,

'Original Supporting Foundations' means.

The Barrow Cadbury Trust;

The Diana, Princess of Wales Memorial Fund,

Oak Philanthropy (UK) Ltd;

The Open Society Foundation;

Trust for London; and

Unbound Philanthropy

'ordinary resolution' means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power Where applicable, 'Members' in this definition means a class of Members;

'Resolution in writing' means a written resolution of the Trustees;

'Secretary' means a company secretary;

'Social Justice' means equal access to human rights, as defined by the Universal Declaration of Human Rights, and the promotion of equity;

'special resolution' means a resolution of which at least 14 days' notice has been given and which is agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power, where applicable, 'Members' in this definition means a class of Members;

'Supporting Foundation' means an organisation, designated as such by the Trustees, as having donated substantially to the Charity (in

the current/preceding year) and having aims which are compatible with the Objects,

'taxable trading' means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

'Trustee' means a director of the Charity and 'Trustees' means the directors but where a Trustee is a corporate body 'Trustee' includes where appropriate the named representative of the Trustee;

'written' or 'in writing' refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;

'written resolution' refers to an ordinary or a special resolution which is in writing,

'year' means calendar year

- 17.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.
- 17.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 17.5 Unless the context otherwise requires, words importing: the masculine gender only shall include the feminine gender, the singular only shall include the plural number and vice-versa; persons shall include corporations.