

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

WEDNESDAY



RC2 25/01/2017 #66
COMPANIES HOUSE

To convert from a private limited company to a community interest company

Part A

Enter details of existing private limited company

Company name LNC Activities and Training Limited

Company number. 07774851

Company type Company limited by shares

At a general meeting of the above company, duly convened and held at Holiday Inn

On the following date 03 December 2016

The following three resolutions listed in Part B were passed as special resolutions

Part B

Enter details of proposed community interest company

RESOLUTION

That the following shall be added to the articles of association

- (1) The company name shall be changed to
LNC Activities and Training Community Interest Company
- (2) The company shall be a community interest company
- (3) The articles of association shall be altered so as to comply with requirements in connection with becoming a community interest company
The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies


Chairman

03-12-16

Date



FILE COPY

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

Company Number 7774851

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

LNC ACTIVITIES AND TRAINING LIMITED

having changed its name; is now a Community Interest Company; and is
incorporated under the name of:

**LNC ACTIVITIES AND TRAINING COMMUNITY
INTEREST COMPANY**

Given at Companies House on **2nd February 2017**



Companies House



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

NOTES

- (1) On the formalities required when an existing company becomes a CIC, see generally section 37 of the Companies (Audit, Investigations and Community Enterprise Act) 2004 and Chapters 4.2, 5.1 and 5.3 of the Regulator's guidance notes (available from the website www.cicregulator.gov.uk)
- (2) This precedent is drafted as a certificate of passing of the special resolutions which a company must pass as part of the process of becoming a CIC. It is to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document which should be forwarded to Companies House to show that the resolutions have been passed as required.
- (3) Section 32 obliges every CIC to include in its articles a statement that it is to be a CIC. Section 37(1)(c) and section 33 of the Act oblige companies converting to become CICs to change their names to include one of the prescribed CIC corporate designations rather than "limited" or "plc". In addition, section 32 of the Act, and regulations made under it (see Part 3 of, and Schedules 1 to 3 to, the Community Interest Company Regulations 2005) prescribe that certain provisions relating to the governance of the company, and transfers of its assets (the "prescribed provisions"), must be included in CICs' articles.
- (4) The precedent resolution complies with all these requirements. You may also want to make other changes. Broadly speaking, any provision of the company's articles can be changed by special resolution or notice of change of name by resolution, as appropriate. However, there are certain exceptions to this.
- (i) the clause in the articles which specifies whether the company's registered office is to be located in England and Wales, Wales or Scotland; and
- (iii) any clause which the articles state is unalterable, or can only be altered by some procedure more onerous than the passing of a special resolution.
- (5) With the exception of the statement of CIC status, the precedent assumes that, rather than setting out each change introduced in the articles as a result of section 32 and the Regulations, the resolution will simply substitute a complete new form of memorandum and articles which includes all the changes. If, instead, you wish to introduce the prescribed provisions required by the Regulations (see note 3 above) piecemeal, you will need to add resolutions to that effect. But in any event, you must file a consolidated text of the articles as altered by any special resolution. It is an offence not to do so (see section 34 of the Companies Act 2006).

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

CIC 37

Declarations on Conversion to a Community Interest Company¹

Please complete in typescript, or in bold black capitals.

Company Number

07774851

Company Name in full

LNC Activities and Training

Limited

Proposed Company Name in full

LNC Activities and Training

Community Interest Company (**delete as appropriate**)

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

¹ We the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community².

LNC Activities and Training, or LNC AT for short, is a not for profit organisation and registered Social Enterprise, (Membership number 09469)

LNC AT as stated above is not for profit, meaning any money we make goes back into replacing the equipment and new projects to further benefit our participants and the community as a whole.

This also means we, as an organisation are able to work with all ages and abilities.

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

School Groups
Public
Members
Ex Servicemen and Women
Public Sector Workers
Community Groups

COMPANY NUMBER 07774851

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 company is eligible to become a community interest company.

<p>Activities (Tell us here what the company is being set up to do)</p>	<p>How will the activity benefit the community? <i>(The community will benefit by .)</i></p>
<p>Water Search and Rescue Team</p>	<p>Our purpose is to provide response and operational support to the Fire Service, Police and Ambulance in a range of situations including,</p> <ul style="list-style-type: none"> Responding nationally to flooding under the DEFRA Concept of Operations Water rescue incidents within the local area Local & widespread flooding Flood support to local communities including flood evacuation Searches for missing and vulnerable people Provide support during times of adverse weather conditions Providing Community First Responder Cover Provide support at water related incidents when required
<p>Activities and Training</p>	<p>Our purpose is to provide a range of activities for the benefit of all abilities, in the community from giving first experiences right through to Continued professional development support</p> <p>We carry out a number of free activities for example running come and try it events at public events</p> <p>We carry out free development sessions, where we help peoples such as school leavers obtain the required coaching and instructing qualifications</p>
<p>If the company makes any surplus it will be used for²</p> <p>It will be reinvested in the organisation, to further benefit the community</p> <p><u>It will subsidise and support ongoing training.</u></p>	

(Please continue on separate continuation sheet if necessary.)

COMPANY NUMBER 07774851

SECTION C: Declarations on conversion to a community interest company

Declaration 1

We, the undersigned, declare and understand that the company in respect of which this application is made:

(a) cannot be an incorporated charity and a community interest company⁴

AND;

(b) if we are an existing incorporated charity that we have been given written consent from the Charity Commission or the Scottish Charity Regulator⁵ to the company's conversion to a community interest company


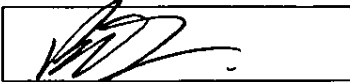
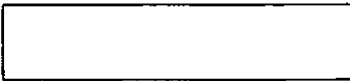


Declaration 2

We, 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.⁶

SECTION D: SIGNATORIES

Each person who is a director of the company must sign the declarations.

Signed		Date	09/01/2017
Signed		Date	09/01/2017
Signed		Date	
Signed		Date	
Signed		Date	

(Please continue on separate continuation sheet if necessary.)

CHECKLIST

This form must be accompanied by the following documents:

- (a) Model Resolution to convert a company to a CIC ✓
- (b) Form NM01- Notice of change of name ✓
- (c) A printed copy of the articles of the company as altered by the special resolutions ✓
- (d) Any completed continuation sheets
- (e) A cheque or postal order for £25 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.

Nicholas Poole	
Tel 01993844725	
DX Number	DX Exchange

When you have completed and signed the 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, 4th 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

¹ 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.

² 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.

³ It is expected that surpluses will be primarily used to benefit the community or be reinvested into the company to promote its aims rather than for the personal gain of shareholders and/or directors.

⁴ A community interest company cannot benefit from charitable status. An existing company which wishes to become a community interest company must either not have charitable status or must satisfy the criteria set out in section C declaration 2(b).

⁵ A Scottish charitable company is a company, which is a Scottish charity. A Scottish charity is a body entered in the Scottish Charity register, kept by the Office of the Scottish Charity Regulator under the Charities and Trustee Investment (Scotland) Act 2005.

⁶ 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.



LNC Activities and Training Ltd
The Krouse Building,
Carterton Industrial Estate
Black Bourton Road,
Carterton,
Oxfordshire,
OX18 3EZ
Tel 01993 844 725

Printed Date Wednesday, February 01, 2017

Constitution of LNC Activities and Training Ltd,

1 The centre will be called: LNC Activities and Training Ltd

It will also operating under the following trading name of Water Search and Rescue Team

a From 1st January 2017 LNC Activities and Training Limited will be changing to LNC Activities and Training Community Interest Company

2 The Purposes of the Centre

The purposes of the Centre are to promote and train the community in the amateur sports and use some of the skills with in the sports to support *the wider* community with Search and Rescue operations

3 Permitted means of advancing the purposes

The Senior Leadership Team has the power to

a Acquire and provide grounds, equipment, coaching, training and playing facilities, centre building, transport, medical and related facilities

b Provide coaching, training, medical treatment, and related social and other facilities

c Take out any insurance for club, employees, contractors, players, guests and third parties

d Raise funds by appeals, subscriptions, loans and charges

e Borrow money and give security for the same, and open bank accounts

f Buy, lease or license property and sell, let or otherwise dispose of the same

g Make grants and loans and give guarantees and provide other benefits

h Set aside or apply funds for special purposes or as reserves

i Deposit or invest funds in any lawful manner

j Employ and engage staff and others and provide services

k Co-operate with or affiliate to firstly any bodies regulating or organising the Sport and secondly any centre or body involved with it and thirdly with government and related agencies



I Do all other things reasonably necessary to advance the purposes of the organisation

NONE of the above powers may be used other than to advance the purposes consistently with the Rules below and the general law

4 Membership

a Membership of the Centre shall be open to anyone interested in the sport or rescue teams operations on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis

b The Centre may have different classes of membership and subscription on a non-discriminatory and fair basis. The Centre will keep subscriptions at levels that will not pose a significant obstacle to people participating

c The Centre Senior Leadership Team may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the Centre or sport into disrepute. Appeal against refusal or removal may be made to an appointed panel consisting of club members

d. The Centre membership is made up with the subscribers to the Memorandum are the first members of the Company, Such other persons as are admitted to membership in accordance with the Articles shall be members of the Centre

e. No person shall be admitted a member of the Centre unless he or she is approved by the Directors. Every person who wishes to become a member shall deliver to the centre an application for membership in the forms required to be completed, these are arranged with the Senior Leadership Team depending on role within the centre

f. Membership is not transferable to anyone else. Membership is terminated if **a.** the member dies or ceases to exist, **b.** otherwise in accordance with the Articles,

g. A person who is not a member, director, Senior Leadership Team or Shareholder of the Centre shall not have any right to vote at a general meeting of the Centre, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Centre's debentures

5 Senior Leadership Meetings

a Centre members may request to attend all Senior Leadership meetings of the Centre in person

b Such extra meetings need 21 clear days' written notice to members



ACTIVITIES & TRAINING

c The Senior Leadership team will have a minimum of two meeting a year, to review the centre's operations, and a minimum of 4 members need to be present

d The Chair or (in his or her absence) another member chosen at the meeting shall preside

e Except as otherwise provided in these Rules, every resolution at both directors and Senior Leadership meetings shall be decided by a simple majority of the votes cast on a show of hands

f Formalities in connection with Senior Leadership Team Meetings (such as how to put down resolutions) shall be decided by the Senior Leadership Team and publicised to Centre members

g The Senior Leadership Team will appoint a suitable external person to audit the accounts, and report back to us

6 Annual Open Day (OD)

The Centre will hold an open day once in every calendar year and not more than 15 months after the last Open Day

At every Open Day

a The Members will have a opportunity to review the centre's activities over the last year

b The Centre's accounts will be available for all members to see and raise comments

c The Sub Senior Leadership Teams will present a report on their Club's activities since the previous Open Day,

e The Members will discuss and vote on any resolution (whether about policy or to change the Rules) and deal with any other business put to the meeting

7 Extraordinary Senior Leadership Team Meetings (EGM)

An EGM shall be called by the Secretary within 14 days of a request to that effect from the Senior Leadership Team or on the written request of not less than (*insert number of members*) members signed by them. Such an EGM shall be held on not less than 14 or more than 21 days' notice at a place decided upon by the Senior Leadership Team or in default by the Chair

8 The Senior Leadership Team will form create the center's Senior Leadership Team

A Role –



Subject to these Rules the Senior Leadership Team shall have responsibility for the management of the Club, its funds, property and affairs

B Property etc –

- i. The property and funds of the Centre cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by the Rules
- ii. The Centre may provide sporting and rescue also related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, event expenses, post event refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002
- iii. The Centre may also in connection with the sports and rescue purposes of the Centre
 - a Sell and supply food, drink and related sports clothing and equipment,
 - b Employ members and remunerate them for providing goods and services, on fair terms set by the Senior Leadership Team without the person concerned being present,
 - c Pay for reasonable hospitality for events and activities,
 - d Indemnify the Senior Leadership Team and members acting properly in the course of the running of the Centre against any liability incurred in the proper running of the Centre (but only to the extent of its assets)
- iv. The Senior Leadership Team will have due regard to the law on disability discrimination and child protection

C Composition etc -

- i. The Senior Leadership Team shall consist of at least 4 members
- ii. The Senior Leadership Team members may co-opt centre members, to sub committees
- iii. A Senior Leadership Team member ceases to be such if he or she ceases to be a member of the Club, resigns by written notice, or is removed by the Senior Leadership Team for good cause after the Member concerned has been given the chance of putting his/her case to the Senior Leadership Team with an appeal to the Centre members, or is removed by centre members at a Senior Leadership Team Meeting. The Senior Leadership Team shall fairly decide time limits and formalities for these steps

D Senior Leadership Team meetings -

- a Whenever a Senior Leadership Team member has a personal interest in a matter to be discussed, he/she must declare it, withdraw from that part of the meeting (unless asked to stay), not be counted in the quorum for that agenda item and withdraw during the vote and have no vote on the matter concerned
- b The Senior Leadership Team may decide its own way of operating. Unless it otherwise resolves the following rules apply
 - a At least 4 members must be present for the meeting to be valid,
 - b Senior Leadership Team meetings shall be held face to face,
 - c The Chair, or whoever else those present choose shall chair meetings,
 - d Decisions shall be by simple majority of those voting,



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- e A resolution in writing signed by every Senior Leadership Team member shall be valid without a meeting,
- f Every person on the Senior Leadership Team including Directors shall have only one casting vote
- G The chair of the meeting shall have a casting vote

E Delegation etc -

The Senior Leadership Team may delegate any of their functions to sub-Senior Leadership Teams but must specify the scope of its activity and powers, the extent to which it can commit the funds of the Club, its membership, its duty to report back to the Senior Leadership Team. The Senior Leadership Team may wind up any sub-Senior Leadership Team at any time or to change its mandate and operating terms

F Disclosure -

Annual centre reports and statements of account must be made available for inspection by any member and all centre records may be inspected by any Senior Leadership Team member

9 Amendments

a These Rules may be amended at a Senior Leadership Team Meeting by two-thirds of the votes cast but not (if relevant) so as to jeopardize the Centre's status as a Community Amateur Sports Centre as first provided for by the Finance Act 2002 and not in any event to alter its purposes (unless the procedure set out in 9 (b) has been followed) or winding up provisions

b The Centre Purposes may be changed to include another eligible sport if the Senior Leadership Team unanimously agree and the members also agreed the change by a 75% majority of votes cast

10 Winding up the Club

If winding up of the Club, Centre Or Company it has to be carried out under consultation with relevant regulatory bodies.

- a The members may vote to wind up the Centre if not less than three quarters of those present and voting support that proposal at a properly convened Senior Leadership Team Meeting
- b The Senior Leadership Team will then be responsible for the orderly winding up of the
- c Club's affairs
 - a After settling all liabilities of the Club, the Senior Leadership Team shall dispose of the net assets remaining to one or more of the following
 - b To another Centre with similar sports purposes which is a charity and/or to another Centre with similar sports purposes which is a registered CASC/ CIC



and / or to the Club's national governing body for use by them for related community sports

- d LNC Activities and Training shall not transfer any of its assets other than for full consideration
- a Provided the conditions in Article 10 d are satisfied, Article 10 db shall not apply to
- i the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body,
 - ii 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,
 - iii the payment of dividends in respect of shares in the Company,
 - iv the distribution of assets on a winding up,
 - v payments on the redemption or purchase of the Company's own shares,
 - vi payments on the reduction of share capital, and
 - vii the extinguishing or reduction of the liability of shareholders in respect of share capital not paid up on the reduction of share capital
- b 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 LNC Activities and Training, and must not exceed any limits imposed by, or by virtue of, Part 2 of the Companies (Audit, Investigations and Community Enterprise) Act 2004

11 LNC Activities and Training Shares

a. All shares to be fully paid up and issued at nominal value to a Director

- a No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to LNC Activities and Training in consideration for its issue.
- b This does not apply to shares taken on the formation of LNC Activities and Training by the subscribers to the Company's Memorandum
- c No share shall be issued to a person except a Director

b. Powers to issue different classes of share



- a Subject to the Articles, but without prejudice to the rights attached to any existing share, LNC Activities and Training may issue shares with such rights or restrictions as may be determined by ordinary resolution
- b LNC Activities and Training may issue shares which are to be redeemed, or are liable to be redeemed at the option of LNC Activities and Training or the holder, and the Directors may determine the terms, conditions and manner of redemption of any such shares

c. Company not bound by less than absolute interests

- a Except as required by law, no person is to be recognised by LNC Activities and Training as holding any share upon any trust, and except as otherwise required by law or the Articles, LNC Activities and Training is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it

d. Share certificates

- a LNC Activities and Training must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds
- b Every certificate must specify
 - 1 in respect of how many shares, of what class, it is issued,
 - 2 the nominal value of those shares,
 - 3 that the shares are fully paid, and
 - 4 any distinguishing numbers assigned to them
- c No certificate may be issued in respect of shares of more than one class
- d If more than one person holds a share, only one certificate may be issued in respect of it
- e Certificates must
 - 1 have affixed to them the Company's common seal, or
 - 2 be otherwise executed in accordance with the Companies Acts

e. Replacement share certificates

- a If a certificate issued in respect of a shareholder's shares is
 - 1 damaged or defaced, or



- 2 said to be lost, stolen or destroyed,
- b that shareholder is entitled to be issued with a replacement certificate in respect of the same shares
- c A shareholder exercising the right to be issued with such a replacement certificate
 - 1 may at the same time exercise the right to be issued with a single certificate or separate certificates,
 - 2 must return the certificate which is to be replaced to LNC Activities and Training if it is damaged or defaced, and
 - 3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide

f. Share transfers

- a Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the Directors, which is executed by or on behalf of the transferor
- b No fee may be charged for registering any instrument of transfer or other Document relating to or affecting the title to any share
- c LNC Activities and Training may retain any instrument of transfer which is registered
- d The transferor remains the holder of a share until the transferee's name is entered in the register of shareholders as holder of it
- e The Directors may refuse to register the transfer of a share to a person of whom they do not approve
- f They may also refuse to register the transfer unless it is lodged at the registered office of LNC Activities and Training or at such other place as the Directors may appoint and is accompanied by such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and by such other information, as they may reasonably require
- g If the Directors refuse to register such a transfer, they shall, within two months after the date on which the transfer was lodged with LNC Activities and Training send to the transferee notice of the refusal
- h The provisions of this Article apply in addition to any restrictions on the transfer of a share which maybe set out elsewhere in the Memorandum or Articles of the Company



g. Purchase of own shares

- a Subject to the articles, LNC Activities and Training may purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of LNC Activities and Training or the proceeds of a fresh issue of shares. Any share so purchased shall be purchased at its nominal value.

h. Transmission of shares

- a If title to a share passes to a transferee, LNC Activities and Training may only recognise the transferee as having any title to that share.
- b A transferee who produces such evidence of entitlement to shares as the Directors may properly require
 - 1 may, subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person, and
 - 2 subject to the Articles, and pending any transfer of the shares to another person, has the same rights as the holder had.
- c But transferees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

i. Exercise of transferees' rights

- a Transferees who wish to become the holders of shares to which they have become entitled must notify LNC Activities and Training in Writing of that wish.
- b If the transferee wishes to have a share transferred to another person, the transferee must execute an instrument of transfer in respect of it.
- c Any transfer made or executed under this Article is to be treated as if it were made or executed by the person from whom the transferee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

j. Transferees bound by prior notices

- k If a notice is given to a shareholder in respect of shares and a transferee is entitled to those shares, the transferee is bound by the notice if it was given to the



shareholder before the transmittee's name has been entered in the register of shareholders

This is the Constitution of LNC Activities and Training Ltd and was adopted:

On:

Name:

Signed:

Witnessed by:

Name:

Signed:

Occupation:

Witness Address:

*ORIGINAL
Signed.*