



FILE COPY

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

Company No. 6978217

The Registrar of Companies for England and Wales hereby certifies that

TRANSITION STROUD

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **1st August 2009**



N06978217R



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company Number:

THE COMPANIES ACT 2006

Transition Stroud

Memorandum and Articles of Association

A NOT-FOR-PROFIT COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Incorporated on the day of July 2009

Registered Office

The Exchange
Brick Row
Stroud GL5 1DF

319944/20

The Companies Act 2006
Not-for-profit company limited by guarantee and not having a share capital



A19 *AKYASC06* 314
31/07/2009
COMPANIES HOUSE

Memorandum of Association
Of
Transition Stroud

1. NAME

- 1.1 The name of the Company (hereinafter called "the Company") is Transition Stroud.
- 1.2 The Company is not using the term "Limited" in its name as allowed by Section 30 of the Companies Act 2006.

2. REGISTERED OFFICE

- 2.1 The Registered Office of the Company will be situated in England.

3. OBJECTS

- 3.1 The Company is established for the benefit of the community of the Stroud District to take, and inspire others to take, collaborative actions that strengthen our local communities and respond positively to the challenges of climate change and declining energy supplies, in accordance with policies and decisions determined by members.
- 3.2 In furtherance of the above objects, but not further or otherwise, the Company may:
- 3.2.1 Educate and raise awareness about Peak Oil (declining fossil fuels), Climate Change and approaches to Transition.
 - 3.2.2 Support the development of Transition Stroud Working Groups.
 - 3.2.3 Promote, encourage and support the development and implementation of an energy descent plan.
 - 3.2.3 Promote, encourage and support any other group or individual whose work furthers the objects of the Company.
 - 3.2.4 Organise, facilitate, enable or support forums where Members, Working Groups, other groups and individuals whose work furthers the objects of the Company can share best practice and inform the Company of its views.
 - 3.2.5 Participate in discussions with and / or join other groups and organisations to further the objects of the Company.
 - 3.2.6 Organise conferences, social events and devise means of participation such as websites, other internet based media and publicity material to further the objects of the Company.
 - 3.2.7 Lobby and seek grants to further the objects of the Company.
 - 3.2.8 Conduct enterprises, projects, activities or ventures that in the opinion of Members are in connection with or can be deemed incidental, conducive or ancillary to any of the objects.
 - 3.2.9 Where there is a sound business case, raise loans in support of activities defined in 3.2.8 above.

4. CAPITAL

- 4.1 The Company has no share capital and is limited by guarantee.

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FRIDAY

5. DISTRIBUTION

- 5.1 Transition Stroud is a not-for-profit company, and as such all income and property shall be used, or held in reserve, solely to further the objects of the Company, and as such Directors and Members shall not receive remuneration or a distribution of any profits.
- 5.2 That is not to prevent payment in good faith for contracts, self-employed work, reasonable wages, and repayments of expenses, interest on money borrowed, or reasonable rent on premises demised or let to the company in furtherance of the company's aims.
- 5.3 Among others, Directors and Members may carry out or provide such services. Any individual wishing to be considered for any specific paid work must declare an interest and must be excluded from any part of the decision making process about who the work is awarded to.

6. LIABILITY

- 6.1 The liability of the Members is limited.

7. GUARANTEE

- 7.1 The Members are also the guarantors. In the event of the Company being wound up while a person is a member, or within one year after a person ceasing to be a member, their contribution to the debts, liabilities, costs, charges and expenses of winding up, etc, shall not exceed one pound.

8. DISSOLUTION

- 8.1 If any property or assets remains after all debts, liabilities, and associated costs of winding up have been paid, this shall not be paid or distributed among the Directors or the Members of the Company but shall be given or transferred to another organisation, or more than one organisation, with similar objects to the Company chosen by the Members.

We, the subscribers of this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names, Addresses and Description of Subscribers:

Signature *John Meadley*
 Full name JOHN THOMAS MEADLEY
 Occupation AGRONOMIST
 Address 3, STANLEY HOUSE
 RYEFORD,
 STONEHOUSE. GL10 3HH
 Date 20/7/09

Signature *Nigel Westaway*
 Full name NIGEL WESTAWAY
 Occupation FACILITATION
 Address 6 CASTLE RISE
 STROUD GL5 2AW
 Date 21/07/09

Witnessed: *J. Hauser*
 Full name of witness: DAVID PAUL HAUSER
 Address of witness:
 1 Stanley House
 Ryeford
 Stonehouse, GL10 3HH

Witnessed: *J. Martin Allen*
 Full name of witness: JOHN MARTIN ALLEN
 Address of witness: 16 CASTLE RISE
 STROUD
 GLOS
 GL5 2AW.

Articles of Association Of Transition Stroud

1. INTERPRETATION

In these regulations—

- “The Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;
- “The Company” means Transition Stroud
- “Working Groups” means existing Transition Stroud Working Groups, specialising in topics such as business, connections, education, energy, food, health, livelihoods, local government, technology, textiles, transport, well being, youth etc that further the objects of the Company. The establishment of new Working Groups will be approved by the Board, or not, on submission of the purpose of the proposed Group to the Board.
- “Council” means Transition Stroud Council, and is the Board of Directors of the company, comprising the current Directors.
- “The articles” means the articles of the company;
- “Members” means those persons subscribing to these articles and admitted per 3 below;
- “Director” means a member of Council.
- “Office” means the registered office of the company;
- “Secretary” means the secretary of the company
- “United Kingdom” means Great Britain and Northern Ireland.

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

2. OBJECTS

- 1.1 The Company is established for the objects expressed in the Memorandum of Association

3. MEMBERSHIP

- 2.1 The members shall be subscribers to the memorandum of association of the company and may be individuals or individuals representing organisations admitted without reference to wealth, politics, religion, gender, disability, age or sexual preference, who live, work or operate in the area described in the objects and who are in agreement with the stated aims and objectives. Members will provide their name, address and the guarantee to the Secretary.

3.2 A member shall cease to be a member if she/he:

(i) resigns; or

(ii) is requested to resign by three-quarters of members voting to this effect; or

(iii) dies.

3.3 Any members expelled shall have the opportunity to defend themselves at an Extraordinary General Meeting where they shall have the fullest opportunity to answer any allegations made against them.

4. GENERAL MEETINGS

4.1 The Directors may call General Meetings and, at the request of a majority of Members entitled to attend and vote shall convene Extraordinary General Meetings, both in accordance with the provisions of the Act.

4.2 No business shall be transacted at a general meeting unless a quorum of members is present. A quorum will be fifty percent of Members entitled to attend and vote.

4.3 If such a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or such time and place as all members present agree to, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting.

5. NOTICE OF GENERAL MEETINGS

5.1 General meetings shall be called by at least fourteen clear days' notice unless three-quarters of all the members entitled to attend and vote decide on shorter notice. This shorter notice must still be given to all members.

5.2 The calling notice shall specify the time and place of the meeting and the general nature of the business to be transacted and shall be given to all Members.

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

6. ANNUAL GENERAL MEETINGS

6.1 Annual general meetings will be called by the Directors by at least twenty one days notice unless three-quarters of all the members entitled to attend and vote decide on shorter notice. This shorter notice must still be given to all members.

6.2 Directors will present a report on the activities and finances of the Company for the approval of the Membership, in accordance with the Act. Proposals for future activities will be presented to the meeting for the decisions of Membership.

7. COUNCIL MEETINGS

7.1 The Directors will meet as the Council as necessary to attend to the day to day management of the company within the parameters determined by the objects set by a general meeting. Meetings shall be called by at least fourteen clear days' notice unless three-quarters of all the Directors decide on shorter notice. Notice, including any shorter notice, will be posted on the Company website.

7.2 Members may attend Council meetings but not vote. Members may speak with the permission of the chair.

7.3 No business shall be transacted unless a quorum of three Directors, or fifty percent or more of the Directors, whichever number is the larger, is present.

7.4 The Directors may elect one of their number as designated chair, however the chairing of a given meeting may be by any Director present.

7.5 Meetings will be minuted, and agreed minutes published on the company's website.

8. INTERESTS

8.1 At all meetings pecuniary and other interests in the matters under discussion shall be declared before discussions start, and a Director or Member so declaring may still speak on the related matter, but is not permitted to vote. He/she may be required to leave the meeting for the duration of the item if the meeting so decides. Under these circumstances, he/she is not part of the meeting quorum for the matters where they have an interest.

9. DECISIONS

9.1 All decisions at meetings shall be made by consensus following the fullest discussion in which all members are entitled to speak freely. By consensus is meant a situation where those not in agreement agree not to maintain an objection. In the event of consensus not being reached the matter shall be decided by a majority of three-quarters of the votes of those present.

10. APPOINTMENT AND RETIREMENT OF DIRECTORS

10.1 Directors will be elected by the Membership at a general meeting. Each Working Group will be invited to nominate a Director from the membership to represent the interests of that Working Group.

10.2 Directors serve for no longer than three years, after which they will retire but may be reappointed.

10.3 Not less than seven days before the date appointed for holding a General Meeting, notice shall be given to all who are entitled to receive it of any Director being proposed and seconded for appointment by 3 members in total for appointment. The notice shall give the particulars of that person which are required to be included in the company's register of Directors.

11. NUMBER OF DIRECTORS

11.1 There shall be a maximum number of Directors of twelve. Ten of these will be nominated in accordance with Clause 10.1 above plus two other persons. There shall be a minimum number of four Directors.

12. DISQUALIFICATION AND REMOVAL OF DIRECTORS

12.1 A Director shall resign if prohibited from serving by law or bankruptcy, or if sectioned under the Mental Health Act (1983), or if voted off by more than fifty percent of the membership entitled to attend and vote at a general meeting.

13. COMPANY SECRETARY

13.1 The Secretary is appointed from within the Directors, and may be removed by the Directors.

14. RECORDS

14.1 Appropriate records shall be kept:

- of the proceedings of meetings which will be published on the company website
- of the appointment, retirement or removal of Directors
- of the acceptance, resignation or removal of Members
- of all financial matters relating to the Company including detailed accounts. The accounts shall be independently reviewed annually.

15. NOTICES

15.1 Notices of meetings, etc, may be conveyed personally, by post, or by electronic means.

We, the subscribers of these articles of association, wish to be formed into a company pursuant to this memorandum.

Names, Addresses and Description of Subscribers:

Signature *John Meadley*
Full name JOHN THOMAS MEADLEY
Occupation AGRONOMIST
Address 3, STANLEY HOUSE
RYEFORD
STONEHOUSE GL10 3HH
Date 20/7/09

Witnessed: *D. Hauser*
Full name of witness: DAVID PAUL HAUSER
Address of witness:
1 Stanley House
Ryeford
Stonehouse, GL10 3HH

Signature *Nigel Westaway*
Full name Nigel James Westaway
Occupation Facilitator
Address 6 Castle Rise
Stroud GL5 2AW
Date 21/7/09

Witnessed: *E. S. James*
Full name of witness: ELIZABETH S. JAMES
Address of witness:
2. LENSDALE RD.
EXETER EX1 3DW



Companies House
for the record

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHWP000

[Empty box]

Company Name in full

JS

TRANSITION STROUD
~~3, STANLEY HOUSE, RYEFORD, GL103TH~~

I,

JOHN MEADLEY

of

3, STANLEY HOUSE, RYEFORD, GL103TH

† Please delete as appropriate

JS

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

John Meadley

Declared at

2 Rowcroft Street Glouce

Day Month Year

On

30 07 2009

• Please print name.

before me •

JOHN M. RUSSELL I. M. Russell LL.D. Solicitor

Signed

John Meadley

Date

30/7/09

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House 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.

RODIN SHAWNS LLP
2 Rowcroft Street Glouce
Tel 01453 763433
DX number 58805 DX exchange STROUD

Companies House receipt date barcode

This form has been provided free of charge by Companies House.

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland

DX 235 Edinburgh or LP - 4 Edinburgh 2



Companies House
for the record

30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

[Empty box]

Company Name in full

TRANSITION STROUD

I, JOHN MEADLEY

of 3, STANLEY HOUSE, RYEFORD GL10 3HH

† Please delete as appropriate.

Handwritten initials

a [~~Solicitor engaged in the formation of the company~~] [person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985] † do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

John Meadley

Declared at

2 Rowcroft, Stroud, Glos

Day Month Year

on 30 07 2009

● Please print name.

before me ●

John M. Russell

J. M. Russell LL.B.
Solicitor

Signed

[Signature]

Date

30/7/09

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

GOLDING NAME LLP
2 Rowcroft Stroud GL10 3HH
Tel 01453 763433
DX number 58805 DX exchange STRD

FRIDAY



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31/07/2009

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COMPANIES HOUSE

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2



Companies House

for the record

10

Please complete in typescript, or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

[Empty box]

Company Name in full

TRANSITION STROUD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE EXCHANGE

BRICK ROW

Post town

STROUD

County / Region

GLOS

Postcode

GL5 1DF

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

[Empty box]

Address

[Empty box]

[Empty box]

Post town

[Empty box]

County / Region

[Empty box]

Postcode

[Empty box]

Number of continuation sheets attached

You do not have to give any contact information in the box opposite but if you do, it will help Companies House 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.

[Empty box]

[Empty box]

Tel

[Empty box]

DX number

DX exchange

[Empty box]

Companies House receipt date barcode
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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name **TRANSITION STROUD**

NAME *Style / Title **DR** *Honours etc

* Voluntary details

Forename(s) **JOHN THOMAS**

Surname **MEADLEY**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **3, STANLEY HOUSE**

RYEFORD

Post town **STONE HOUSE**

County / Region **GLOS** Postcode **GL10 3HH**

Country **UK**

I consent to act as secretary of the company named on page 1

Consent signature **John Meadley** Date **20/7/09**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc

Forename(s) **NIGEL JAMES**

Surname **WESTAWAY**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **6 CASTLE RISE**

Post town **STROUD**

County / Region **GLOUCS** Postcode **GL5 2AW**

Country **UK**

Day Month Year

Date of birth **01/09/1952** Nationality **BRITISH**

Business occupation **FACILITATOR**

Other directorships **VALLEY ORGANICS (CMTY FARM)**

I consent to act as director of the company named on page 1

Consent signature **[Signature]** Date **18/7/09**

Directors (see notes 1-5)

Please list directors in alphabetical order

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title	DR		*Honours etc		
	Forename(s)	JOHN THOMAS				
	Surname	MEADLEY				
	Previous forename(s)					
	Previous surname(s)					
	Address ††	3, STANLEY HOUSE				
<input type="checkbox"/>		RYEFORD				
	Post town	STONE HOUSE				
	County / Region	GLOS	Postcode	GL10 3HH		
	Country	UK				
	Date of birth	Day	Month	Year	Nationality	
		01	06	19	42	BRITISH
	Business occupation	AGRONOMIST				
	Other directorships					
		I consent to act as director of the company named on page 1				
	Consent signature	John Meadley		Date	20/7/09	

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed	John Meadley	Date	20/7/09
	Signed	<i>[Signature]</i>	Date	20/7/09
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	