



FILE COPY

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

Company No. 7060904

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

A&M COVERS LIMITED

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

Given at Companies House on **29th October 2009**

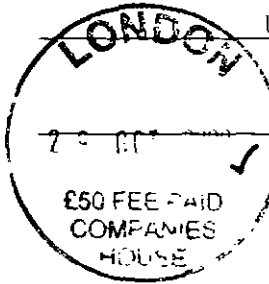


N07060904D



IN01

Application to register a company



114631/50

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

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

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

THURSDAY



LZ263EIR
LD1 29/10/2009 319
COMPANIES HOUSE

Part 1 Company details

→ **Filing 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

A&M Covers Limited

For official use

7060904

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

IN01

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

Longsands Campus

Street

Longsands Road

Post town

St Neots

County/Region

Cambridgeshire

Postcode

P E 1 9 1 T E

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 ①

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) ②	

① 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.

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.

B2 Secretary's service address ③

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

③ Service address

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

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

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

B3 Signature ④

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

Signature	Signature X
-----------	----------------

④ 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	M&R Secretarial Services Limited
Building name/number	112
Street	Hills Road
Post town	Cambridge
County/Region	
Postcode	C B 2 1 P H
Country	UK

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	UK
Registration number	05065514

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 
-----------	--

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

.....
For and on behalf of M&R Secretarial Services Limited

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title *	Ms
Full forename(s)	Claire
Surname	Clarke
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	02 07 1976
Business occupation (if any) ④	Solicitor

- 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.
- Additional appointments**
If you wish to appoint more than one director, please use the Director appointments' continuation page.

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 Office
Street	
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	Signature 
-----------	--

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

IN01

Application to register a company

Director

D1 Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title *	
Full forename(s)	
Surname	
Former name(s) ②	
Country/State of residence ③	
Nationality	
Date of birth	□ □ □ □ □ □ □ □
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.
- Additional appointments**
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

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	
Street	
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	Signature X	X
-----------	----------------	---

- 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	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
① Additional appointments If you wish to appoint more than one corporate director, please use the Corporate director 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	
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	
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)	
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	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the 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	
E5 Signature ⑤	
I consent to act as director of the proposed company named in Section A1	
Signature	Signature X X
⑤ Signature The person named above consents to act as corporate director of the proposed company	

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£1 00		1	£ 1 00
				£
				£
				£
Totals			1	£ 1 00

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals					

Currency	Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals					

F3 Totals

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

Total number of shares	1
Total aggregate nominal value ④	1 00

④ **Total aggregate nominal value**
 Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

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

IN01

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

Ordinary

Prescribed particulars

The ordinary share carries one vote, is not subject to any restriction as regards the right to participate in any distribution, as respects dividends and as respects capital (including on a winding up) and is not redeemable

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

IN01

Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

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

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Claire Clarke	Ordinary	1	GB£	1.00		1.00
Address 112 Hills Road Cambridge CB2 1PH						
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	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

IN01

Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

- 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

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 ①

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

① 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

IN01

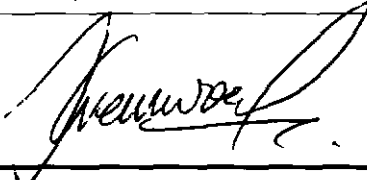
Application to register a company

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	Jonathan Greenwood	
Building name/number	Francis House	
Street	112 Hills Road	
Post town	Cambridge	
County/Region	Cambridgeshire	
Postcode	C B 2 1 P H	
Country	UK	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X 	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 Jonathan Greenwood

Company name Mills & Reeve LLP

Address Francis House

112 Hills Road

Post town Cambridge

County/Region Cambridgeshire

Postcode

C	B	2		1	P	H
---	---	---	--	---	---	---

Country United Kingdom

DX DX 122891 Cambridge 4

Telephone 01223 364422

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 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 of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'

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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
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

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM & ARTICLES OF
ASSOCIATION**

OF

A&M COVERS LIMITED

MILLS & REEVE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION


OF

A&M COVERS LIMITED

MILLS & REEVE

Memorandum of association of A&M Covers Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of each subscriber	Authentication by each subscriber
CLAIRE CLARKE	

DATED this 21 / 12 / 2009

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

A&M COVERS LIMITED

MILLS & REEVE

INTRODUCTION

1 Interpretation

1.1 In these Articles, unless the context requires otherwise

“**appointor**” has the meaning given in article 13.1,

“**Articles**” means the company’s articles of association for the time being in force,

“**associated company**” means any subsidiary or holding company of the company or any other subsidiary of the company’s holding company,

“**business day**” means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,

“**CA 2006**” means the Companies Act 2006,

“**eligible director**” means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter),

“**Model Articles**” means the model articles for private companies limited by shares contained in Schedule 1 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as at the date of adoption of these Articles; and

“**relevant officer**” means any director or other officer of the company or an associated company, but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the CA 2006 have the same meanings in these Articles

- 1 3 Headings in these Articles are for convenience only and shall not affect the construction or interpretation of these Articles
- 1 4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- 1 5 1 any subordinate legislation from time to time made under it, and
- 1 5 2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 6 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 7 The Model Articles apply to the company, except in so far as they are modified or excluded by these Articles
- 1 8 Articles 8, 9(1) and (3), 11(2) and (3), 13, 14(1), (2), (3) and (4), 17(2), 44(2), 52 and 53 of the Model Articles do not apply to the company

DIRECTORS

Directors' powers and responsibilities

2 Power to change the name

- 2 1 The company may change its name by resolution of the directors

Decision-making by directors

3 Directors to take decisions collectively

- 3 1 Article 7 of the Model Articles is amended by

- 3 1 1 the insertion of the words "for the time being" at the end of article 7(2)(a),
and

3 1 2 the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"

4 Unanimous decisions

4 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter

4 2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing

4 3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

5 Calling a directors' meeting

5 1 Any director may call a directors' meeting by giving reasonable notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice

6 Quorum for directors' meetings

6 1 Subject to Article 7 of the Model Articles as amended by article 3 and to article 6 2, the quorum for the transaction of business at a meeting of directors is any two eligible directors

6 2 For the purposes of any meeting (or part of a meeting) held pursuant to article 9 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director

7 No casting vote

7 1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting shall not have a casting vote

8 Transactions or other arrangements with the company

8 1 Subject to the provisions of CA 2006 and provided he has declared the nature and extent of his interest, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company, notwithstanding his office

8 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested,

8 1 2 may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,

8 1 3 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise (directly or indirectly) interested,

8 1 4 shall not, save as he may otherwise agree, be accountable to the company for any benefit which he (or a person connected with him (as defined in section 252 CA 2006)) derives from any such contract, transaction or arrangement or from any office or employment or from any interest in any body corporate which he is permitted to hold or enter into by virtue of articles 8 1 1, 8 1 2 or 8 1 3 and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 CA 2006, and

8 1 5 shall subject to article 9 1, be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) and shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, on any matter referred to in articles 8 1 1 to 8 1 3 (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any such resolution his vote shall be counted

9 Directors' conflicts of interest

9 1 For the purposes of section 175 CA 2006, the directors may authorise any matter proposed to it in accordance with these Articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the company. Any such authorisation will be effective only if

9 1 1 any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and

9 1 2 the matter was agreed to without their voting or would have been agreed to if their votes had not been counted

The directors may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they may expressly impose but such authorisation is otherwise given to the fullest extent permitted. The directors may vary or terminate any such authorisation at any time.

For the purposes of the Articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

9 2 A director shall be under no duty to the company with respect to any information which he obtains or has obtained otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article applies only if the existence of that relationship has been approved by the directors pursuant to article 9 1. In particular, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 CA 2006 because he fails

9 2 1 to disclose any such information to the board or to any director or other officer or employee of the company, and/or

9 2 2 to use or apply any such information in performing his duties as a director of the company

9 3 Where the existence of a director's relationship with another person has been approved by the board pursuant to article 9 1 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 CA 2006 because he

9 3 1 absents himself from meetings of the board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise, and/or

9 3 2 makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the company and/or for such documents and information to be received and read by a professional adviser,

for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists

10 Records of decisions to be kept

10 1 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

Appointment of directors

11 Appointment of directors

11 1 In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director

12 Directors' expenses

12 1 Article 20 of the Model Articles is amended by the insertion of the words "(including alternate directors) and the secretary (if any)" before the words "properly incur"

13 Appointment and removal of alternate directors

13 1 Any director ("**appointor**") may appoint as an alternate any other director, or any other person approved by resolution of the directors, to

13 1 1 exercise that director's powers, and

13 1 2 carry out that director's responsibilities

in relation to the taking of decisions by the directors, in the absence of the alternate's appointor

13 2 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors

13 3 The notice must

13 3 1 identify the proposed alternate, and

13 3 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of the director giving the notice

14 Rights and responsibilities of alternate directors

14 1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor(s)

14 2 Except as the Articles specify otherwise, alternate directors

14 2 1 are deemed for all purposes to be directors,

14 2 2 are liable for their own acts and omissions;

14 2 3 are subject to the same restrictions as their appointors, and

14 2 4 are not deemed to be agents of or for their appointors

and, in particular, each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member

14 3 A person who is an alternate director but not a director

14 3 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating),

14 3 2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate), and

14 3 3 shall not be counted as more than one director for the purposes of articles 14 3 1 and 14 3 2

14 4 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present

14 5 An alternate director may be paid expenses and may be indemnified by the company to the same extent as his appointor but is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company

15 Termination of alternate directorship

15 1 An alternate director's appointment as an alternate terminates

15 1 1 when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,

15 1 2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,

15 1 3 on the death of the alternate's appointor, or

15 1 4 when the alternate's appointor's appointment as a director terminates

16 Secretary

16 1 The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

SHARES AND DISTRIBUTIONS

Shares

17 Directors' authority to allot shares

17 1 Save to the extent authorised by these articles, or authorised from time to time by an ordinary resolution of the shareholders, the directors shall not exercise any power to allot shares or to grant rights to subscribe for, or to convert any security into, any shares in the company

17 2 The directors of the company are generally and unconditionally authorised in accordance with section 551 CA 2006 to exercise all the powers of the company

17 2 1 to allot shares in the company, and/or

17 2 2 to grant rights to subscribe for or to convert any security into shares in the company ("**Rights**")

up to an aggregate nominal amount of £1,000 for a period of five years from the date of incorporation of the company save that in accordance with s551(7) CA 2006 the company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired

18 Exclusion of statutory pre-emption rights

18 1 Pursuant to section 567 CA 2006, the provisions of section 561 CA 2006 (existing shareholders' right of pre-emption) and section 562 CA 2006 (communication of pre-emption offers to shareholders) shall not apply to an allotment of equity securities (as defined in section 560 CA 2006) made by the company

19 Transmission of shares

19 1 Article 27(3) of the Model Articles is amended by the insertion of the words ", subject to article 11," after the word "But"

20 Transmittees bound by prior notices

20 1 Article 29 of the Model Articles is amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2)," after the words "the transmittee's name"

DECISION MAKING BY SHAREHOLDERS

Voting at general meetings

21 Poll votes

21 1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 CA 2006) present and entitled to vote at the meeting

21 2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article

22 Proxies

22 1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"

- 22 2 Article 45(1) of the Model Articles shall be amended by the insertion of the words “and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting” as a new paragraph at the end of that article

ADMINISTRATIVE ARRANGEMENTS

23 Means of communication to be used

- 23 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient

23 1 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),

23 1 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address,

23 1 3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and

23 1 4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account shall be taken of any part of a day that is not a working day

- 23 2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by CA 2006

Directors' indemnity and insurance

24 Indemnity

24 1 Subject to the provisions of, and so far as may be consistent with, the Companies Acts and any other provision of law, but without prejudice to any indemnity to which a relevant officer may otherwise be entitled, the company shall indemnify every relevant officer out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in relation to any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as a relevant officer PROVIDED that in the case of any director, any such indemnity shall not apply to any liability of that director

24 1 1 to the company or to any of its associated companies,

24 1 2 to pay any fine imposed in criminal proceedings or any sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature (however arising), or

24 1 3 incurred

(i) in defending any criminal proceedings in which he is convicted or any civil proceedings brought by the company, or any of its associated companies, in which judgment is given against him, or

(ii) in connection with any application under any statute for relief from liability in respect of any such act or omission in which the court refuses to grant him relief

in each case where the conviction, judgment or refusal of relief by the court is final within the meaning stated in section 234 CA 2006

24 2 Every director shall be entitled to have funds provided to him by the company to meet expenditure incurred or to be incurred in connection with any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or

alleged to have been done or omitted by him as a director, provided that he will be obliged to repay such amounts no later than

24 2 1 in the event he is convicted in proceedings, the date when the conviction becomes final,

24 2 2 in the event of judgment being given against him in proceedings, the date when the judgment becomes final, or

24 2 3 in the event of the court refusing to grant him relief on any application under any statute for relief from liability, the date when refusal becomes final

in each case where the conviction, judgment or refusal by the court is final within the meaning stated in section 234 CA 2006

25 Insurance

25 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss

25 2 In this article a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company