



FILE COPY

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

Company No. 8262601

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

STAFFHURST ASSOCIATES 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 **22nd October 2012**



N08262601C



Companies House



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

TRANS 000037

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company



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

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

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

THURSDAY



LD4 *L1JTA7ER* 18/10/2012 #49
COMPANIES HOUSE

Card

Part 1 Company details

A1

Company name

To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full

Staffhurst Associates Limited

For official use

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

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

All fields are mandatory unless specified or indicated by *

Duplicate names
Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance booklet GP1 at www.companieshouse.gov.uk

A2

Company name restrictions

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

Company name restrictions
A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www.companieshouse.gov.uk

A3

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

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

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

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

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

Jincox Farm

Street

Popes Lane

Post town

Oxted

County/Region

Surrey

Postcode

R H 8 9 P L

② Registered office address

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

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

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

A7**Articles of association ③**

Please choose one option only and tick one box only

Option 1

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

- Private limited by shares
 Private limited by guarantee
 Public company

Option 2

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

- Private limited by shares
 Private limited by guarantee
 Public company

Option 3

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

③ For details of which company type

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

A8**Restricted company articles ④**

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

④ Restricted company articles

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

IN01

Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary

B1

Secretary appointments

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

Title*	Ms
Full forename(s)	Helen Margaret
Surname	Mahy
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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

① **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.


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

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

B3

Signature

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

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

① **Signature**
The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments

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

Title*	Ms
Full forename(s)	Helen Margaret
Surname	Mahy
Former name(s)	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	d 0 d 4 m 0 m 3 y 1 y 9 y 6 y 1
Business occupation (if any)	Company Secretary

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

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

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

Director

D1 Director appointments

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

Title*	Mr
Full forename(s)	Mark Roy
Surname	Hughes
Former name(s)	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	^d 0 ^d 9 ^m 0 ^m 2 ^y 1 ^y 9 ^y 4 ^y 6
Business occupation (if any)	

- 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

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	

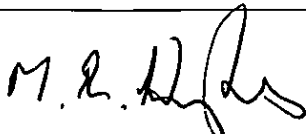
- 5 Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

Signature	<div style="display: flex; align-items: center; justify-content: space-between;"> <div style="text-align: center;"> <p>Signature</p> <p>X</p> </div> <div style="text-align: center;">  </div> <div style="text-align: center;"> <p>X</p> </div> </div>
-----------	--

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

IN01

Application to register a company

Corporate director

E1	Corporate director appointments	<p>Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number</p>							
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	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> </tr> </table>								
Country									

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

E3	EEA companies	<p>EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
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		
Registration number		

E4	Non-EEA companies	<p>Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register</p>
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		
If applicable, the registration number		

E5	Signature	<p>Signature The person named above consents to act as corporate director of the proposed company</p>
I consent to act as director of the proposed company named in Section A1		
Signature	Signature <div style="display: flex; justify-content: space-between; align-items: center;"> X X </div>	

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		1	£ 1
				£
				£
				£
Totals			1	£ 1

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

Total aggregate nominal value ④

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

② Number of shares issued multiplied by nominal value of each share

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

③ Total number of issued shares in this class

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
①

Holders have one vote per share and equal rights to any dividend declarations and distribution of capital and are non-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 ●		<p>● Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none">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), andd 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 <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

IN01

Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

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

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Helen M Mahy	Ordinary	1	GBP	£1		£1
Address Jincox Farm Popes Lane Oxted Surrey, RH8 9PL						
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) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

❶ Name

Please use capital letters.

❷ Address

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

❸ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

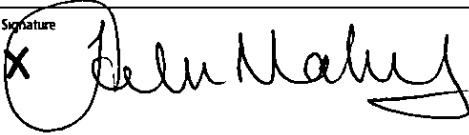
H1

Statement of compliance delivered by the subscribers 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 <input checked="" type="checkbox"/> 	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

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		
Building name/number		
Street		
Post town		
County/Region		
Postcode	□ □ □ □ □ □ □ □	
Country		
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 **Helen Mahy**

Company name **Staffhurst Associates Limited**

Address **Jincox Farm**

Popes Lane

Post town **Oxted**

County/Region **Surrey**

Postcode **R H 8 9 P L**

Country **United Kingdom**

DX

Telephone **0207 004 3220 / 01883 722 711**

Certificate

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

- At the registered office address (Given in Section A6)
- At the agents address (Given in Section H2)

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

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

Important information

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

How to pay

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

Where to send

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

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

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

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

Section 243 exemption

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

Further information

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

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

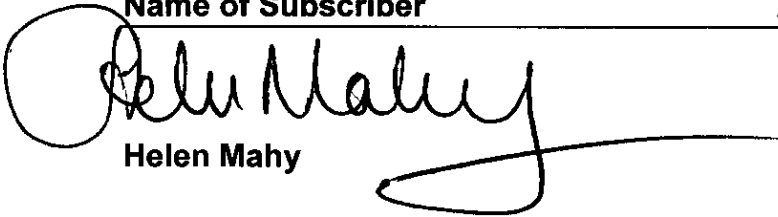
COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of Staffhurst Associates Limited

The 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 the subscriber share

Name of Subscriber

Authentication by Subscriber


Helen Mahy

18 October 2012

The Companies Acts

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

STAFFHURST ASSOCIATES LIMITED

CONTENTS

	PART 1 INTERPRETATION AND LIMITATION OF LIABILITY	1
1	Defined terms and interpretation	1
2	Liability of members	2
	PART 2 DIRECTORS	2
	DIRECTORS' POWERS AND RESPONSIBILITIES	2
3	Directors' general authority	2
4	Members' reserve power	2
5	Directors may delegate	2
6	Committees	3
	DECISION-MAKING BY DIRECTORS	3
7	Directors to take decisions collectively	3
8	Calling a directors' meeting	3
9	Participation in directors' meetings	3
10	Quorum for directors' meetings	4
11	Chairing of directors' meetings	4
12	Casting vote	4
13	Directors' interests	4
14	Conflicts of interest	4
15	Resolutions in writing	6
16	Records of decisions to be kept	6
17	Directors' discretion to make further rules	7
	APPOINTMENT OF DIRECTORS	7
18	Methods of appointing and removing directors	7
19	Majority member's rights to appoint and remove directors	7
20	Directors' remuneration	8
21	Directors' expenses	8
	ALTERNATE DIRECTORS	8
22	Appointment and removal of alternate directors	8
23	Rights and responsibilities of alternate directors	9
24	Termination of alternate directorship	9
	PART 3 SHARES AND DISTRIBUTIONS SHARES	10
25	Share premium	10
26	Powers to issue different classes of share	10
27	Company not bound by less than absolute interests	10
28	Fractions of shares	10
29	Disapplication of statutory pre-emption provisions	10
30	Share certificates and register of members	10
31	Replacement share certificates	11
32	Share transfers	11
	DIVIDENDS AND OTHER DISTRIBUTIONS	12
33	Procedure for declaring dividends	12
34	Payment of dividends and other distributions	12
35	No interest on distributions	12
36	Non-cash distributions	12

37	Waiver of distributions	13
	CAPITALISATION OF PROFITS	13
38	Authority to capitalise and appropriation of capitalised sums	13
	PART 4 ADMINISTRATIVE ARRANGEMENTS	14
39	Means of communication to be used	14
40	Company seals	14
41	Provision for employees on cessation of business	14
42	Secretary	14
	DIRECTORS' INDEMNITY AND INSURANCE	15
43	Indemnity	15
44	Insurance	15

The Companies Acts
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
STAFFHURST ASSOCIATES LIMITED

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms and interpretation

1 1 In the articles, unless the context requires otherwise the following words in bold text have the meaning given below

“Act” means the Companies Act 2006,

“articles” means the company’s articles of association,

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

“Board Sealing Committee” means a committee which may consist of one or more committee members and may include the directors and secretary together with any other person appointed by the directors, the quorum for which shall be one committee member, and which is authorised by the directors for the purpose of approving the affixing of the common seal of the company to any document,

“chairman” has the meaning given in article 12,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“fully paid” in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company,

“instrument” means a document in hard copy form,

“paid” means paid or credited as paid,

“register of members” means the register of members of the company for the time being, and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

1 2 The relevant model articles (within the meaning of section 20 of the Act) are excluded

1 3 Unless the context otherwise requires, other words or expressions contained in the articles bear the same meaning as in the Act as in force on the date when the articles become binding on the company

- 1 4 Except where the contrary is stated or the context otherwise requires, any reference in the articles to a statute or statutory provision includes any order, regulation, instrument or other subordinate legislation made under it for the time being in force, and any reference to a statute, statutory provision, order, regulation, instrument or other subordinate legislation includes any amendment, extension, consolidation, re-enactment or replacement of it for the time being in force
- 1 5 Words importing the singular number only include the plural and vice versa Words importing the masculine gender include the feminine and neuter gender Words importing persons include corporations

2. Liability of members

The liability of the members is limited to the amount, if any, unpaid on the shares held by them

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

4. Members' reserve power

4 1 The members may, by special resolution (being a positive vote by 75% of the members voting), direct the directors to take, or refrain from taking, specified action

4 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

5. Directors may delegate

5 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

5 1 1 to such person or such committee consisting of one or more persons,

5 1 2 by such means (including by power of attorney),

5 1 3 to such an extent,

5 1 4 in relation to such matters or territories, and

5 1 5 on such terms and conditions

as they think fit The power to delegate shall be effective in relation to the powers, authorities and discretions of the directors generally and shall not be limited by the fact that in certain of the articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the directors or by a committee authorised by the directors

5 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

5 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

6. Committees

6 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

6 2 A member of a committee need not be a director

6 3 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively

7 1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a written resolution in accordance with article 15

7 2 If the company only has one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making

7 3 Where a director is a corporation, a director or the secretary of the corporation shall be deemed to be a duly authorised representative of the corporation for the purposes of attending any meeting of directors and signing any resolution or otherwise indicating the view of the corporation on the matter

8. Calling a directors' meeting

8 1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice

8 2 Notice of any directors' meeting must indicate its proposed date, time and location and, if the directors participating in the meeting might not be in the same place, how it is proposed that they should communicate with each other during the meeting

8 3 Notice of a directors' meeting shall be given to each director in the manner agreed by the directors (including by electronic means) provided that, if that director is for the time being absent from the United Kingdom, he has given the company his address for sending or receiving documents or information by electronic means outside the United Kingdom

8 4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

9. Participation in directors' meetings

9 1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when

9 1 1 the meeting has been called and takes place in accordance with the articles, and

9 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

9 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

9 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

10. Quorum for directors' meetings

10 1 At a directors' meeting, if a quorum is not participating, no proposal is to be voted on, except a proposal to call another meeting

10 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors and unless otherwise fixed it is two provided that

10 2 1 if and so long as there is only one director the quorum shall be one, and

10 2 2 for the purposes of any meeting held pursuant to article 14 to authorise a director's conflict, if there is only one director besides the director concerned and directors with a similar interest, the quorum shall be one

10 3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision

10 3 1 to appoint further directors, or

10 3 2 to call a general meeting of the member(s) so as to enable the member(s) to appoint further directors

11. Chairing of directors' meetings

11 1 The directors may appoint a director to chair their meetings generally, who shall be known as the chairman

11 2 The directors may terminate the chairman's appointment as chairman at any time

11 3 If no director has been appointed chairman, or the chairman does not wish to chair the meeting or is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors may appoint one of themselves to chair it

12. Casting vote

12 1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote

12 2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

13. Directors' interests

13 1 Except to the extent that article 14 applies or the terms of any authority given under that article otherwise provide, and without prejudice to such disclosure as is required under the Act, a director may be a party to, or otherwise interested in, any transaction or arrangement with the company and shall be entitled to participate in the decision-making process for quorum and voting purposes on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty that conflicts or may conflict with the interests of the company

14. Conflicts of interest

14 1 Subject to the provisions of the Act and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may, notwithstanding his office or that, without the authorisation conferred by this article 14 1, he would or might be in breach of his

duty under the Act to avoid conflicts of interest, be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any undertaking in the same group as the company, or promoted by the company or by any undertaking in the same group as the company, or in which the company or any undertaking in the same group as the company is otherwise interested

14 2 No director shall

14 2 1 by reason of his office, be accountable to the company for any benefit which he derives from any office or employment, or from any transaction or arrangement, or from any interest in any undertaking, that is authorised under article 14 1 (and no such benefit shall constitute a breach of the duty under the Act not to accept benefits from third parties, and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit),

14 2 2 be in breach of his duties as a director by reason only of his excluding himself from the receipt of information, or from participation in discussion (whether at meetings of the directors or otherwise), that will or may relate to any office, employment, transaction, arrangement or interest that is authorised under article 14 1, or

14 2 3 be required to disclose to the company, or use in relation to the company's affairs, any confidential information obtained by him in connection with any office, employment, transaction, arrangement or interest that is authorised under article 14 1 if his doing so would result in a breach of a duty or an obligation of confidence owed by him in that connection

14 3 A general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

14 4 The directors may, if the quorum and voting requirements set out below are satisfied, authorise any matter that would otherwise involve a director breaching his duty under the Act to avoid conflicts of interest, and any director (including the director concerned) may propose that the director concerned be authorised in relation to any matter the subject of such a conflict provided that

14 4 1 such proposal and any authority given by the directors shall be effected in the same way that any other matter may be proposed to and resolved upon by the directors under the provisions of the articles, except that the director concerned and any other director with a similar interest

(a) shall not be counted for quorum purposes as participating in the decision-making process while the conflict is under consideration,

(b) may, if the other directors so decide, be excluded from participating in the decision-making process while the conflict is under consideration, and

(c) shall not vote on any resolution authorising the conflict except that, if any such director does vote, the resolution will still be valid if it would have been agreed to if his votes had not been counted, and

14 4 2 where the directors give authority in relation to such a conflict

- (a) they may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the director concerned and any other director with a similar interest as they may determine, including, without limitation, the exclusion of that director and any other director with a similar interest from the receipt of information, or participation in discussion (whether at meetings of the directors or otherwise) related to the conflict;
- (b) the director concerned and any other director with a similar interest will be obliged to conduct himself in accordance with any terms imposed from time to time by the directors in relation to the conflict but will not be in breach of his duties as a director by reason of his doing so,
- (c) the authority may provide that, where the director concerned and any other director with a similar interest obtains information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use the information in relation to the company's affairs, where to do so would amount to a breach of that confidence,
- (d) the authority may also provide that the director concerned or any other director with a similar interest shall not be accountable to the company for any benefit that he receives as a result of the conflict,
- (e) the receipt by the director concerned or any other director with a similar interest of any remuneration or benefit as a result of the conflict shall not constitute a breach of the duty under the Act not to accept benefits from third parties,
- (f) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded), and
- (g) the directors may withdraw such authority at any time

14 5 Subject to article 14 6, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman, whose ruling in relation to any director other than the chairman is to be final and conclusive

14 6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

15. Resolutions in writing

15 1 A written resolution, circulated to all directors in accordance with any procedures for notification and timescale of response to such resolution as agreed by the directors, which is then signed or confirmed by electronic means by the minimum number of directors (normally two directors) required to make a directors' meeting or a meeting of a committee quorate (and forming the majority of those actually voting) is just as valid and effective as a resolution passed by those directors at a meeting or committee meeting which is validly called and held

16. Records of decisions to be kept

16 1 The directors must ensure that the company keeps a record, in hard copy form, for at least 10 years from the date of the decision recorded, of every decision taken by the directors

17. Directors' discretion to make further rules

17 1 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

18. Methods of appointing and removing directors

18 1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director

18 1 1 by ordinary resolution of the members,

18 1 2 by a majority decision of the directors

18 2 A person ceases to be a director as soon as

18 2 1 notification is received by the company from the director that he is resigning from office as director, and such resignation has taken effect in accordance with its terms,

18 2 2 a bankruptcy order is made against him or he makes any arrangement or composition with his creditors generally in satisfaction of his debts,

18 2 3 he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director,

18 2 4 a registered medical practitioner who is treating him gives a written opinion to the company stating that the director has become physically or mentally incapable of acting as a director and may remain so for more than three months or, by reason of his mental health, a court makes an order which wholly or partly prevents him from personally exercising any powers or rights that he would otherwise have,

18 2 5 without the permission of the other directors, he is absent from directors' meetings for six consecutive months (whether or not an alternate appointed by him attends) and the other directors resolves that his office is vacated,

18 2 6 he ceases to be a director by virtue of the Act or is prohibited by law from being a director or is removed from office under the articles,

18 2 7 notice in writing that he is to vacate office executed by or on behalf of all the directors other than him, or any alternate for him who is not an alternate for another director or himself a director, is delivered to the company at its registered office or tendered at a meeting of the directors Separate notices in substantially the same form each executed by or on behalf of one or more of those directors shall together be as effective as a single notice signed by all of them, or

18 2 8 his contract of service as a director expires or is terminated without being renewed within 14 days

19. Majority member's rights to appoint and remove directors

19 1 Any member or members holding a majority in nominal amount of the issued voting ordinary share capital may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, or an alternate director and may remove from office any director howsoever appointed or any alternate director Any such appointment or removal shall be effected by notice in writing to the company by the relevant member(s) Any such appointment or removal shall take effect when it is delivered to the registered office of the company or, if it

is produced at a meeting of the directors, when it is so produced or, if sent by electronic means to an address generally used by the company, when it is sent

19 2 Any removal shall be without prejudice to any claim that a director may have under any contract between him and the company

20. Directors' remuneration

20 1 Directors may undertake any services for the company that the directors decide

20 2 Directors are entitled to such remuneration as the directors determine

20 2 1 for their services to the company as directors, and

20 2 2 for any other service which they undertake for the company

and such remuneration shall be divided between the directors in such proportions and in such manner as they may unanimously determine or, in default of such determination, equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of the year or other period in which he has held office

20 3 Any director who is appointed to any executive office or at the request of the directors serves on any committee or devotes special attention to the business of the company or goes or resides abroad for any purposes of the company shall receive such extra remuneration by way of salary, commission, participation in profits or otherwise as the directors may determine in addition to or in lieu of any remuneration paid to, or provided for, such director by or pursuant to any other of the articles

20 4 Subject to the articles, a director's remuneration may include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

20 5 Unless the directors decide otherwise, directors' remuneration accrues from day to day

20 6 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

21. Directors' expenses

21 1 The company may pay any reasonable expenses which the directors (and the alternate directors and any company secretary) properly incur in connection with their attendance at

21 1 1 meetings of directors or committees of directors,

21 1 2 general meetings of members

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

ALTERNATE DIRECTORS

22. Appointment and removal of alternate directors

22 1 Any director may appoint as an alternate any other director, or any other person, to

22 1 1 exercise that director's powers, and

- 22 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
- 22 2 Any appointment or removal of an alternate must identify the proposed alternate and be effected by notice in writing to the company signed by his appointor, or in any other manner approved by the directors
- 23. Rights and responsibilities of alternate directors**
- 23 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
- 23 2 Except as the articles specify otherwise, alternate directors
- 23 2 1 are deemed for all purposes to be directors,
- 23 2 2 are liable for their own acts and omissions,
- 23 2 3 are subject to the same restrictions as their appointors, and
- 23 2 4 are not deemed to be agents of or for their appointors
- and, in particular (without limitation), 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
- 23 3 A person who is an alternate director but not a director
- 23 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),
- 23 3 2 may participate in a written resolution of the directors (but only if his appointor does not participate), and
- 23 3 3 shall not be counted as more than one director for the purposes of the articles
- 23 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
- 23 5 An alternate director 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
- 24. Termination of alternate directorship**
- 24 1 An alternate director's appointment as an alternate terminates
- 24 1 1 when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,
- 24 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,

- 24 1 3 on the death of the alternate's appointor, or
- 24 1 4 when the alternate's appointor's appointment as a director terminates or the alternate is removed from office under article 19 1

PART 3 SHARES AND DISTRIBUTIONS

SHARES

25. Share premium

- 25 1 Shares may be issued with a premium to be paid to the company in consideration for the issue

26. Powers to issue different classes of share

- 26 1 Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution

- 26 2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

27. Company not bound by less than absolute interests

- 27 1 Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company 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

28. Fractions of shares

- 28 1 If any shares are consolidated or divided, the directors have the power to deal with any fractions of shares which result. The directors can sell any shares representing fractions as they think fit and distribute the net proceeds of sale to the member or among the members in proportion to their fractional entitlements in line with the law, their rights and interests. The directors can sell to anyone (including the company, if the law allows this) and can authorise any person to transfer those shares to the buyer or in line with the buyer's instructions. The buyer does not need to check how the company used the money and the buyer's ownership of the shares will not be affected if the sale was irregular or invalid in any way.

29. Disapplication of statutory pre-emption provisions

- 29 1 Shares do not need to be allotted in proportion to existing holdings and sections 561 and 562 of the Act shall not apply to any allotment of equity securities

30. Share certificates and register of members

- 30 1 The terms of any issue of shares will ordinarily be that share certificates will not be provided unless specifically requested by the relevant member(s), in which case the company shall issue the member, free of charge, with one or more certificates in respect of the shares which that member holds. A member may request the company to provide confirmation of its membership by means of inspection or provision of a certified copy of the register of members at any reasonable time

- 30 2 Every certificate issued must specify

- 30 2 1 in respect of how many shares, of what class, it is issued,
- 30 2 2 the nominal value of those shares,
- 30 2 3 if the shares are fully paid, and
- 30 2 4 any distinguishing numbers assigned to them
- 30 3 No certificate may be issued in respect of shares of more than one class
- 30 4 Only one certificate may be issued in respect of any shareholding registered in the names of more than one holder
- 30 5 Certificates must
 - 30 5 1 have affixed to them the company's common seal, or
 - 30 5 2 be otherwise executed in accordance with the Act
- 30 6 The directors may determine, either generally or in relation to any particular case, that any signature on any certificate need not be autographic but may be applied by some mechanical or other means, or printed on the certificate, or that certificates need not be signed
- 31. Replacement share certificates**
 - 31 1 If a certificate issued in respect of a member's shares is
 - 31 1 1 damaged or defaced, or
 - 31 1 2 said to be lost, stolen or destroyed,
 that member is entitled to be issued with a replacement certificate in respect of the same shares
 - 31 2 A member exercising the right to be issued with such a replacement certificate
 - 31 2 1 may at the same time exercise the right to be issued with a single certificate or separate certificates,
 - 31 2 2 must return the certificate which is to be replaced to the company if it is damaged or defaced, and
 - 31 2 3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide
- 32. Share transfers**
 - 32 1 Shares may be transferred by means of a stock transfer form, or any other form approved by the directors, which is executed by or on behalf of the transferor and (if any of the shares is partly paid) the transferee
 - 32 2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
 - 32 3 The company may retain any instrument of transfer which is registered
 - 32 4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it

DIVIDENDS AND OTHER DISTRIBUTIONS

33. Procedure for declaring dividends

- 33 1 The company may by ordinary resolution of the member(s) declare dividends, and the directors may decide to pay interim dividends
- 33 2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- 33 3 No dividend may be declared or paid unless it is in accordance with members' respective rights
- 33 4 Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it
- 33 5 If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear
- 33 6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment
- 33 7 If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly
- 33 8 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

34. Payment of dividends and other distributions

- 34 1 The directors may determine the means of payment of dividends, and dividends may be declared or paid in any currency. The directors may agree with any member that dividends which may at any time or from time to time be declared or become due on that member's shares in one currency shall be paid or satisfied in another, and may agree the basis of conversion to be applied and how and when the amount to be paid in the other currency shall be calculated and paid and for the company or any other person to bear the costs involved

35. No interest on distributions

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by

35 1 1 the terms on which the share was issued, or

35 1 2 the provisions of another agreement between the holder of that share and the company

36. Non-cash distributions

- 36 1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution of the member(s) on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)
- 36 2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution

- 36 2 1 fixing the value of any assets,
- 36 2 2 paying cash to any member entitled on the basis of that value in order to adjust the rights of recipients, and
- 36 2 3 vesting any assets in trustees

37. Waiver of distributions

Members may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if

- 37 1 1 the share has more than one holder, or
- 37 1 2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

CAPITALISATION OF PROFITS

38. Authority to capitalise and appropriation of capitalised sums

38 1 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution of the member(s)

38 1 1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and

38 1 2 appropriate any sum which they so decide to capitalise (a **capitalised sum**) to the persons who would have been entitled to it if it were distributed by way of dividend (the **persons entitled**) and in the same proportions

38 2 Capitalised sums must be applied

38 2 1 on behalf of the persons entitled, and

38 2 2 in the same proportions as a dividend would have been distributed to them

38 3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct

38 4 A capitalised sum which was appropriated from profits available for distribution may be applied

38 4 1 in or towards paying up any amounts unpaid on existing shares held by the persons entitled, or

38 4 2 in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct

38 5 Subject to the articles the directors may

- 38 5 1 apply capitalised sums in accordance with articles 38 3 and 38 4 partly in one way and partly in another,
- 38 5 2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments), and
- 38 5 3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

PART 4 ADMINISTRATIVE ARRANGEMENTS

39. Means of communication to be used

- 39 1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in electronic or hard copy form or any way in which the Act provides for documents or information to be sent or supplied by or to the company
- 39 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 39 3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

40. Company seals

- 40 1 Any common seal may only be used by the authority of the directors or of a committee
- 40 2 The directors may decide by what means and in what form any common seal is to be used and may authorise any person or its Board Sealing Committee to use the seal
- 40 3 For the purposes of this article, the following persons may be so authorised
- 40 3 1 any director of the company,
- 40 3 2 the company secretary, or
- 40 3 3 any person or member of a Board Sealing Committee authorised by the directors for the purpose of signing or authenticating any document to which the common seal is affixed

41. Provision for employees on cessation of business

- 41 1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

42. Secretary

- 42 1 Subject to the Act, the directors may appoint a company secretary (or two or more persons as joint secretary) for such term, at such remuneration and upon such conditions as the directors may think fit, and any company secretary (or joint secretary) so appointed may be removed by the directors

DIRECTORS' INDEMNITY AND INSURANCE

43. Indemnity

43 1 Subject to the articles (but without prejudice to any indemnity which a director or other officer is otherwise entitled)

43 1 1 any director or other officer may be indemnified out of the company's assets to whatever extent the directors may determine against

- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the company or a group undertaking,
- (b) any liability incurred by that officer in connection with the activities of the company or a group undertaking in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act),
- (c) any other liability incurred by that officer as an officer of the company or a group undertaking, and

43 1 2 the company shall provide funds to meet expenditure incurred or to be incurred by that officer in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or any of its group undertakings, or any investigation, or action proposed to be taken, by a regulatory authority in that connection, or for the purposes of an application for relief, or in order to enable the officer to avoid incurring such expenditure

43 2 This article does not authorise any indemnity that would be prohibited or rendered void by any provision of the Act or by any other provision of law

44. Insurance

44 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any director or other officer in respect of any relevant loss

44 2 In this article, a **relevant loss** means any loss or liability which has been or may be incurred by a director or other officer in connection with that officer's duties or powers in relation to the company, any of its group undertakings or any pension fund or employees' share scheme of the company or of any of its group undertakings