



**FILE COPY**

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

Company Number **10213454**

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

**EXETER ROWING CLUB LTD**

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

Given at Companies House on **3rd June 2016**



**\*N102134547\***



**Companies House**



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

1 : 000482/40 000482/40

In accordance with Section 9 of the Companies Act 2006

# IN01

## Application to register a company

F SA SATURDAY THURSDAY



\*A57CT1UX\*  
 A05 19/05/2016 #94  
 COMPANIES HOUSE

\*A55080TK\*  
 A05 16/04/2016 #46  
 COMPANIES HOUSE

\*A523BLMY\*  
 A04 05/03/2016 #50  
 COMPANIES HOUSE

\*A50L36DV\*  
 A28 12/02/2016 #171  
 COMPANIES HOUSE

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 this, please use form LL IN01

### 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](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below

Proposed company name in full

EXETER ROWING CLUB LTD

For official use

10213454

**Filing 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**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 or private companies that are charities are eligible to apply for this. For more details, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

IN01

Application to register a company

**A5**

**Situation of registered office**

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

**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**

Please give the registered office address of your company

Building name/number	62
Street	HAVEN ROAD
Post town	EXETER
County/Region	
Postcode	EX2 8PP

**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**

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 <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> 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 <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company
Option 3	<input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

For details of which company type can adopt which model articles, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A8**

**Restricted company articles**

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

**Restricted company articles**  
Restricted company articles are those containing provision for entrenchment For more details, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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-C4.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C4 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**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.

IN01

Application to register a company

**Corporate secretary**

<b>C1 Corporate secretary appointments ①</b>	
Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	
<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page	
<b>Registered or principal address</b> 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	
<b>C2 Location of the registry of the corporate body or firm</b>	
Is the corporate secretary registered within the European Economic Area (EEA)?	
→ Yes Complete <b>Section C3 only</b>	
→ No Complete <b>Section C4 only</b>	
<b>C3 EEA companies ②</b>	
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	
<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>	
<b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
<b>C4 Non-EEA companies</b>	
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	
<b>④ Non-EEA</b> 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	

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-E4

Title*	MR
Full forename(s)	RAYMOND JOHN CHARLES
Surname	GRIGG
Former name(s)	
Country/State of residence	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth	X X   0 5   1 9   4 1
Business occupation (if any)	RETIRED

- 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 (including maiden or married names) which have been used for business purposes in the last 20 years.
- 3 Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.
- 4 Month and year of birth**  
Please provide month and year only.
- 5 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	

- 6 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.

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-E4

Title*	MR
Full forename(s)	PAUL ERNEST HARDY
Surname	WILSON
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ④	X X   1 1   1 9 4 9
Business occupation (if any) ⑤	

- 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 (including maiden or married names) which have been used for business purposes in the last 20 years.
  - ③ **Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.
  - ④ **Month and year of birth**  
Please provide month and year only.
  - ⑤ **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 ⑥**

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

Building name/number	ALABKESIDE
Street	THE COMPANY'S REGISTERED OFFICE
Post town	
County/Region	
Postcode	
Country	

- ⑥ **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.

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-E4

Title*	MR
Full forename(s)	DAVID ALAN
Surname	PARSONS
Former name(s)	
Country/State of residence	UK
Nationality	BRITISH
Month/year of birth	X X 09 1955
Business occupation (if any)	

- 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.
- Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
- Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.
- Month and year of birth**  
Please provide month and year only.
- 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	

- 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.



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-E4

Title*	MR
Full forename(s)	NICOL PAUL
Surname	WILKINGTON.
Former name(s)	
Country/State of residence	UNITED KINGDOM.
Nationality	X BRITISH
Month/year of birth	X X   1 2   1 9 5 9.
Business occupation (if any)	AGRICULTURAL CONTRACTOR.

- 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.
- Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
- Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.
- Month and year of birth**  
Please provide month and year only.
- 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	

- 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.

IN01

Application to register a company

**Corporate director**

<b>E1</b>	<b>Corporate director appointments</b> <sup>1</sup>	<p><b>1 Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p><b>Registered or principal address</b> 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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		

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

<b>E3</b>	<b>EEA companies</b> <sup>2</sup>	<p><b>2 EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a></p> <p><b>3</b> 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 <sup>3</sup>		
Registration number		

<b>E4</b>	<b>Non-EEA companies</b>	<p><b>4 Non-EEA</b> 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 <sup>4</sup>		
If applicable, the registration number		

IN01

Application to register a company

**Part 3 Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee).

**F1 Share capital in pound sterling (£)**

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

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

**F2 Share capital in other currencies**

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

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

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

**F3 Totals**

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

Total number of shares

Total aggregate nominal value ❹

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

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

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

**Continuation Pages**

Please use a Statement of Capital continuation page if necessary

# 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

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

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 if necessary

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

IN01

Application to register a company

## Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Consent to act)

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	RAYMOND JOHN CHARLES
Surname 1	GRIGG
Address 2	OWLS RETREAT, YEDEFORD CREDITON
Postcode	EX17 5HZ
Amount guaranteed 3	£1

#### Subscriber's details

Forename(s) 1	PAUL ERNEST HARDY
Surname 1	WILSON
Address 2	AMBLESIDE, SCHOOL HILL WHIMPLE EXETER
Postcode	EX5 2TS
Amount guaranteed 3	£1

#### Subscriber's details

Forename(s) 1	DAVID ALAN
Surname 1	PARSONS
Address 2	24 CHANDLERS WALK EXETER
Postcode	EX2 8BA
Amount guaranteed 3	£1

IN01

Application to register a company

Subscriber's details	
Forename(s) ①	NIGEL PAUL
Surname ①	WILLMINGTON
Address ②	6 MARSHALL FARM COTTAGE IDE EXETER
Postcode	EX2 9TW
Amount guaranteed ③	£1

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**      **Consent to act**

**H1**      **Consent statement**

Please tick the box to confirm consent  
The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity



**Part 6**      **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 11** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section 12** (Statement of compliance delivered by an agent)

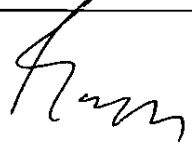
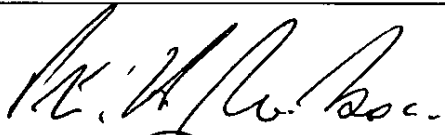
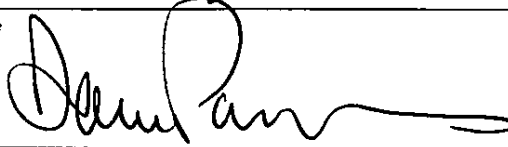
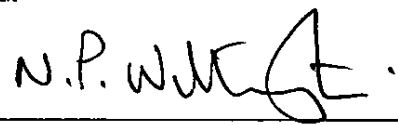
NO

**I1**      **Statement of compliance delivered by the subscribers <sup>1</sup>**

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

**Continuation pages**  
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

# IN01

## Application to register a company

12

### 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 RAYMOND CRIGG

Company name EXETER ROWING CLUB LTD

Address 62 HAVEN ROAD

Post town EXETER

County/Region

Postcode 

E	X	2	8	D	P
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Country

DX

Telephone 01363 84534

**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 I2)

**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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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 and day of birth

 **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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) £40

 **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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**COMPANY No:**

**COMPANIES ACT 2006**

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**MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

**- OF -**

**EXETER ROWING CLUB LIMITED**

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**INCORPORATED ON**

**TOZers**  
S O L O I D P

**Charities & Schools Department**

**Exeter EX1 1UA**

**MEMORANDUM OF ASSOCIATION**

**OF**

**EXETER ROWING CLUB 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

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Name of each Subscriber

Authentication by each subscriber

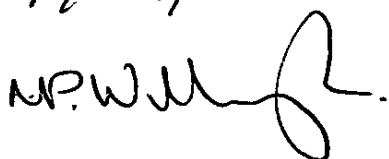
David Parsons



Ray Grigg



Nigel Willmington



Paul Wilson



Dated

7<sup>th</sup> APRIL 2016

7

**Articles of Association**  
of  
**Exeter Rowing Club Limited**

Dated. *FIRST DAY OF MARCH 2016*

**INTRODUCTION**

**1. INTERPRETATION**

1.1 In these Articles, unless the context otherwise requires:

**Act:** means the Companies Act 2006;

**Appointor:** has the meaning given in article 15(1),

**Articles:** means the Company's articles of association for the time being in force;

**Conflict:** means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

**Eligible Director:** means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to article 12, any director whose vote is not to be counted in respect of the particular matter),

**Member:** means a member of the Company; and

**Model Articles:** means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered "**Model Article**" is a reference to that article of the Model Articles;

**written or in writing** refers to a legible document on paper or a document sent by electronic means, including email, which is capable of being printed out on paper

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall 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 Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used 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:

(a) any subordinate legislation from time to time made under it; and

(b) 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 shall apply to the Company, except in so far as they are modified or excluded by these Articles.

1.8 Model Articles 2, 8, 9(1) and (3), 11(2) and (3), 13, 14(1), (2), (3) and (4), 17(2), 18(e), 22(2), (3), 30(2), 35, 38 and 39 shall not apply to the Company.

1.9 Model Article 7 shall be amended by:

(a) the insertion of the words "for the time being" at the end of article 7(2)(a); and

(b) 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"

1.10 Model Article 20 shall be amended by the insertion of the words "(including alternate directors)" before the words "properly incur".

## **2. OBJECT**

The object for which the Company is established is to promote and provide facilities for the amateur sports of rowing and sculling in Exeter and community participation in the same.

## **3. POWERS**

In pursuance of the object set out in article 2, the Company has the power to:

(a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company,

(b) borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets, subject to approval by a resolution of the Members at a General Meeting;

(c) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;

(d) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world,

(e) lend and advance money or give credit on such terms as may

seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;

- (f) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;
- (g) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same;
- (h) enter into contracts to provide services to or on behalf of other bodies,
- (i) provide and assist in the provision of money, materials or other help;
- (j) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (k) incorporate subsidiary companies to carry on any trade; and
- (l) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in article 2

#### **4. NOT FOR DISTRIBUTION**

4.1 The income and property of the Company shall be applied solely in promoting the object of the Company as set out in article 2.

4.2 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
- (b) any interest on money lent by any Member or any director at a reasonable and proper rate;
- (c) reasonable and proper rent for premises demised or let by any Member or director; or
- (d) reasonable out-of-pocket expenses properly incurred by any director

#### **5. WINDING UP**

On the winding-up or dissolution of the Company, any assets or property that remains available to be distributed or paid to the Members shall not be paid or distributed to such Members but shall be transferred to another body:

- (a) with objects for sporting purposes which is a registered



- charity within 50 miles of Exeter; and/or
- (b) with objects for sporting purposes which is a registered CASC within 50 miles of Exeter; and/or
- (c) British Rowing for use in related amateur sport; and
- (d) which shall prohibit the distribution of its or their income to its or their members,

such body to be determined by the Members at the time of winding-up or dissolution.

## **6. GUARANTEE**

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **DIRECTORS**

### **7. APPOINTMENT AND REMOVAL OF DIRECTORS**

- 7.1 *The subscribers to the Memorandum (being the first Members) are also the first directors. Subsequent directors are elected by the Members or co-opted by the directors*
- 7.2 One third (or the number nearest one third) of the directors must retire at each annual general meeting, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 7.3 *A retiring director may be reappointed*
- 7.4 A director's term of office as such automatically terminates if he/she.
  - 7.4.1 is incapable, whether mentally or physically, of managing his/her own affairs,
  - 7.4.2 is absent without notice from 3 consecutive meetings of the directors except for reasons approved by the Directors and duly minuted and is asked by a majority of the other Directors to resign provided that the director shall first be given an opportunity to make representation to the director;
  - 7.4.3 resigns by written notice to the directors (but only if at least two directors will remain in office); or
  - 7.4.4 is removed at a general meeting under the Companies Act.
- 7.5 The directors may at any time co-opt any individual as a director to fill a vacancy in their number or as an additional director, but a co-opted director holds office only until the next AGM.
- 7.6 A technical defect in the appointment of a director of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

## **8. UNANIMOUS DECISIONS**

- 8.1 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.
- 8.2 Such a decision may take the form of a resolution at a directors meeting duly minuted or 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.
- 8.3 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.

## **9. CALLING A DIRECTORS' MEETING**

- 9.1 Any director may call a directors' meeting by giving not less than 14 days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors to give such notice.
- 9.2 Notice of a directors meeting must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

## **10. QUORUM FOR DIRECTORS' MEETINGS**

- 10.1 Subject to article 10.2, the quorum for the transaction of business at a meeting of directors is any two Eligible Directors.
- 10.2 For the purposes of any meeting (or part of a meeting) held pursuant to article 12 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s) (defined in article 12.1), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
- 10.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- (a) to appoint further directors, or
  - (b) to call a general meeting so as to enable the Members to appoint further directors.

## **11. CASTING VOTE**

- 11.1 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 has a casting vote
- 11.2 Article 11.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director is not an Eligible Director for the purposes of that meeting (or part of a meeting)

## **12. DIRECTORS' CONFLICTS OF INTEREST**

- 12.1 The directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest.
- 12.2 Any authorisation under this article 12 shall be effective only if:

- (a) to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
- (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
- (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

12.3 Any authorisation of a Conflict under this article 12 may (whether at the time of giving the authorisation or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
- (c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
- (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit,
- (e) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
- (f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

12.4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.

12.5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.

12.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

12.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

- (a) 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;
- (b) shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested,
- (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
- (d) 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;
- (e) 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 in which the Company is otherwise (directly or indirectly) interested; and
- (f) 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 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such 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 of the Act.

### **13. RECORDS OF DECISIONS TO BE KEPT**

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.

### **14. NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be more than 11 but shall not be less than two.

### **15. APPOINTMENT AND REMOVAL OF ALTERNATE DIRECTORS**

15.1 Any director (other than an alternate director) (**Appointor**) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:

- (a) exercise that director's powers; and
- (b) carry out that director's responsibilities,

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

15.2 Any appointment or removal of an alternate director must be effected by notice in writing to the Company signed by the Appointor, or in any other manner approved by the directors

15.3 The notice must:

- (a) identify the proposed alternate; and
- (b) 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.

#### **16. RIGHTS AND RESPONSIBILITIES OF ALTERNATE DIRECTORS**

16.1 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.

16.2 Except as the Articles specify otherwise, alternate directors:

- (a) are deemed for all purposes to be directors;
- (b) are liable for their own acts and omissions;
- (c) are subject to the same restrictions as their Appointors, and
- (d) 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.

16.3 A person who is an alternate director but not a director:

- (a) 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);
- (b) 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
- (c) shall not be counted as more than one director for the purposes of articles 16.3(a) and (b)

16.4 A director who is also an alternate director is entitled, in the absence of his Appointor(s), to a separate vote on behalf of each Appointor, in addition to his own vote on any decision of the directors (provided that an Appointor for whom he exercises a separate vote 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.

16.5 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive any remuneration from the Company for serving as an alternate director except such part (if any) of the remuneration otherwise payable to the alternate's Appointor as the Appointor may by notice in writing to the Company from time to time direct.

#### **17. TERMINATION OF ALTERNATE DIRECTORSHIP**

An alternate director's appointment as an alternate (in respect of a particular Appointor) terminates:

- (a) when the alternate's Appointor revokes the appointment by notice to the Company in writing specifying when it is to

terminate;

- (b) 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;
- (c) on the death of the alternate's Appointor; or
- (d) when the alternate director's Appointor ceases to be a director for whatever reason.

#### **18. APPLICATION FOR MEMBERSHIP**

18.1 No person shall become a Member unless he has completed an application for membership in a form approved by the directors from time to time. Each successful applicant shall be notified in writing of their membership of the Company and the details entered into the Register of Members.

18.2 The Membership of the Company shall be open to anyone interested in the objects regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.

18.3 The Company may have different classes of membership and subscription on a non discriminatory basis.

18.4 All Members must pay to the Company a subscription to be decided by the directors from time to time.

#### **19. EXPULSION OF MEMBER**

19.1 The directors may terminate the membership of any member without his consent by giving him written notice if, in the reasonable opinion of the directors:

- (a) he is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and directors into disrepute; or
- (b) he has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole, or
- (c) he has failed to observe the terms of these Articles and the Rules; or
- (d) he has failed to pay a subscription for more than 3 months after it falls due.

Following such termination, the Member shall be removed from the Register of Members by a director

19.2 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a Member.

19.3 A Member whose membership is terminated under this Article shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Company any subscription or other sum owed by him.

#### **DECISION MAKING BY MEMBERS**

#### **20. GENERAL MEETINGS**

20.1 An annual general meeting must be held in each year not more than seven months after the financial year end.

20.2 The minimum periods of notice required to hold a general meeting of the Company are:

(a) twenty one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,

(b) fourteen clear days for all other general meetings

## **21. VOTES OF MEMBERS**

21.1 Subject to the Act, at any general meeting every Member who is present in person (or by proxy) shall on a show of hands have one vote and every Member present in person (or by proxy) shall on a poll have one vote.

21.2 No business shall be transacted at any general meeting unless a quorum is present.

21.3 A quorum is 5 members present in person or by proxy and entitled to vote on the business conducted at the meeting or 5% of the total membership at the time

## **22. POLL VOTES**

22.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.

22.2 Article 30(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.

## **23. PROXIES**

23.1 Article 31(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".

23.2 Article 31(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**

### **24. MEANS OF COMMUNICATION TO BE USED**

24.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

(a) 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 seven 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 seven days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; or
- (d) 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.

24.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

## **25. RULES**

The directors may establish rules governing matters relating to Company administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of members, membership fees and subscriptions and the admission criteria for members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

## **26. INDEMNITY AND INSURANCE**

26.1 Subject to article 26 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- (a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

- (i) in the actual or purported execution and/or discharge of his duties, or in relation to them

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

- (b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 26(1)(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

26.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly



26.3 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

26.4 In this article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) 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; and
- (c) a "relevant officer" means any director or other officer or former director or other officer of the 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)