

FILE COPY



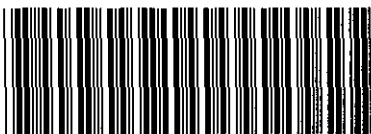
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4765142

The Registrar of Companies for England and Wales hereby certifies that  
DAVID REID AUDIT AND ACCOUNTANCY LIMITED

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

Given at Companies House, Cardiff, the 15th May 2003



\*N04765142G\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP016

# Declaration on application for registration

Company Name in full

DAVID REID AUDIT AND ACCOUNTANCY LIMITED

I, DAVID MICHAEL REID

of ELMS DUNMOW ROAD GREAT BARDFIELD BRAINTREE ESSEX

† Please delete as appropriate

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

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

Declarant's signature

*D. M. Reid*

Declared at 3A MARKET PLACE GREAT DUNMOW ESSEX CM6 1AG

Day Month Year

On 0 8 0 5 2 0 0 3

(1) Please print name.

before me (1) COLIN ORMOND SIMPSON

Signed

*C. O. Simpson*

Date

08.05.03.

†

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

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

MR. D. M. REID UNIT 4 THE BARDFIELD CENTRE

BRAINTREE ROAD GREAT BARDFIELD

BRAINTREE ESSEX CM7 4SL

Tel 01371 811 093

DX number PD

DX exchange PX



A35  
COMPANIES HOUSE

0800  
10/05/03

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

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

**DX 235 Edinburgh**

Form revised June 1998

Please complete in typescript,  
or in bold black capitals.

CHFP016

Notes on completion appear on final page

# First directors and secretary and intended situation of registered office

## Company Name in full

DAVID REID AUDIT AND ACCOUNTANCY LIMITED

## Proposed Registered Office

ELMS

(PO Box numbers only, are not acceptable)

DUNMOW ROAD, GREAT BARDFIELD

Post town

BRAINTREE

County / Region

ESSEX

Postcode

CM7 4SF

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

Agent's Name

MR. D. M. REID UNIT 4 THE BARDFIELD CENTRE

Address

BRAINTREE ROAD

GREAT BARDFIELD

Post town

BRAINTREE

County / Region

ESSEX

Postcode

CM7 4SL

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

MR. D. M. REID, UNIT 4 THE BARDFIELD CENTRE

BRAINTREE ROAD

GREAT BARDFIELD BRAINTREE

ESSEX CM7 4SL

Tel 01371 811 093

DX number PD

DX exchange PX



A35  
COMPANIES HOUSE

0602  
10/05/03

e

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

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

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

**DX 235 Edinburgh**

**Company Secretary** (see notes 1-5)

Company name

DAVID REID AUDIT AND ACCOUNTANCY LIMITED

NAME \*Style / Title

MRS

\*Honours etc

\*Voluntary details

Forename(s)

DENISE BEVERLEY

Surname

REID

Previous forename(s)

Previous surname(s)

Address††

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

☐

ELMS

DUNMOW ROAD, GREAT BARDFIELD

Post town

BRAINTREE

County / Region

ESSEX

Postcode

CM7 4SF

Country

UNITED KINGDOM

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

Consent signature

D. Reid

Date

25th April 2003

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

DAVID MICHAEL

Surname

REID

Previous forename(s)

Previous surname(s)

Address††

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

☐

ELMS

DUNMOW ROAD, GREAT BARDFIELD

Post town

BRAINTREE

County / Region

ESSEX

Postcode

CM7 4SF

Country

UNITED KINGDOM

Day Month Year

Date of birth

2

8

1

2

1

9

4

4

Nationality

BRITISH

Business occupation

CHARTERED ACCOUNTANT

Other directorships

E-ZACCOUNTS.COM LIMITED

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

Consent signature

D.M. Reid

Date

25/04/2003

**Directors** (continued) (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forenames(s)

Surname

Previous forename(s)

Previous surname(s)

**Address††**☐

Post town

County / Region

Postcode

Country

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

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

**This section must be signed by****Either****an agent on behalf  
of all subscribers**

Signed

Date

**Or the subscribers**

Signed

Date

*(i.e. those who signed  
as members on the  
memorandum of  
association).*

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

4765142

100662



050212

**THE COMPANIES ACT 1985****PRIVATE COMPANY LIMITED BY SHARES****MEMORANDUM of ASSOCIATION of****DAVID REID AUDIT AND ACCOUNTANCY LIMITED**

1. The name of the Company is DAVID REID AUDIT AND ACCOUNTANCY LIMITED
2. The Registered Office of the Company will be in England and Wales.
3. The objects of the Company are:-
  - A. To carry on business as accountants, manufacturers, merchants, traders, designers, distributors, importers, exporters, wholesalers, retailers, brokers, agents, contractors, factors, consultants, storage and transport contractors, shipping and forwarding agents, builders and contractors, civil engineering contractors, insurance and mortgage brokers, publishers, property dealers, and developers, and to carry on any other business, service, undertaking, project or enterprise of any description, whether of a private or public character and all or any trades processes and activities connected therewith or complementary thereto.
  - B. To carry on any other business whatsoever which can in the opinion of the directors be conveniently or advantageously carried on in conjunction with or ancillary to any of the aforementioned businesses.
  - C. To do all or any of the above things in any part of the world, whether acting as principals, agents, sub-contractors, trustees, or otherwise, and whether acting alone or in association with others, or by or through agents sub-contractors, trustees or others,
  - D. To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company is authorised to carry on, or to purchase or acquire any interest in or rent or hire any other real or personal property whatsoever which may be necessary or convenient for the purpose of the company.
  - E. To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold, or other property, chattels and effects, erect, pull down,, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the company.
  - F. To grant any leases, privileges, concessions or rights whatsoever in or in respect of any of the property of the company.
  - G. To invest and deal with the monies of the company not immediately required for the purposes of the company in or upon such securities and subject to such conditions as may seem expedient.
  - H. To promote any other company, and to underwrite the shares or debentures of that company.

- I. To amalgamate with or enter into any partnership, joint venture, union or profit sharing or other business arrangement with any other company, firm, association or person.
- J. To execute, accept, endorse, issue, buy and discount promissory notes, bills of exchange, bills of lading, and any other negotiable and transferable instruments.
- K. To borrow, raise and secure the payment of money in such manner as the company shall think fit; in particular to borrow money by the issue of debentures or debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the company by mortgage or charge of all or part of the company's property or assets, including future property and uncalled capital.
- L. To invest the funds of the company in shares or debentures or such other investments or securities as the company may determine, to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient, and to guarantee or give security for any liability or obligation of any person company or firm.
- M. To sell any all, or any part of the undertaking, goodwill and assets of the company for such price and upon such terms as may be thought fit.
- N. To establish any scheme, whether by the issue of shares or otherwise, whereby employees may share in the profits or take part in the management of the company.
- O. To pay the expenses of or incidental to the promotion and incorporation of the company.
- P. To do all such other things as are conducive or incidental to the attainment of the above objects or to any of them.

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed independently of anything contained in any other sub-clause.

- 4. The liability of the members is limited.
- 5. The share capital of the company is £100, divided into 100 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers

Number of shares taken

Mr. David Michael Reid  
Elms  
Dunmow Road  
Great Bardfield  
Braintree  
Essex CM7 4SF

51



Mrs. Denise Beverley Reid  
Elms  
Dunmow Road  
Great Bardfield  
Braintree  
Essex CM7 4SF

49



Dated the 25 April, 2003

Witness to the above signatures

Lisa Caroline Reid  
Elms  
Dunmow Road  
Great Bardfield  
Braintree, Essex  
CM7 4SF





# **THE COMPANIES ACT 1985**

## **PRIVATE COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION of**

#### **DAVID REID AUDIT AND ACCOUNTANCY LIMITED**

##### **PRELIMINARY**

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

##### **SHARE CAPITAL**

2. The directors of the company are generally and unconditionally authorised to allot, grant options over or otherwise dispose of the unissued share capital of the company, whether forming part of the original share capital or not, for a period of five years from the date of incorporation to such persons at such times and on such conditions as they think fit, subject to the provisions of Section 80 of the Act.
3. (a) The Company shall, before allotting any unissued shares, offer them to Members in proportion as nearly as possible to the nominal value of the existing shares held by them and the offer shall be made by notice specifying the number of shares to which the Member is entitled and a period of time (not less than 14 days) within which the offer if not accepted will be deemed to be declined, and after the expiration of the time limit or on receipt of a written notice from the Member declining the shares then the directors may dispose of them as they think proper.  
  
(b) The provisions of Section 89(1) and Sections 90(1) to (6) inclusive shall not apply to the company.

##### **DIRECTORS**

4. Regulation 64 in Table A shall not apply to the Company. Unless and until otherwise determined by ordinary resolution in General Meeting of the Company there shall be no maximum number of directors and the minimum number shall be one. A sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 is modified accordingly.
5. The Directors shall not be required to retire by rotation and Regulations 73 to 80 in Table A shall not apply to the Company.
6. A director may vote as a director in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum at any meeting at which any such contract or arrangement is under consideration; and Regulations 94 and 95 of Table A shall be modified accordingly.

7. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly.

#### TRANSFER OF SHARES

8. A member desiring to transfer shares otherwise than to the Company shall first give notice in writing handed personally or sent by registered or recorded delivery post to the Registered Office of the Company and to the last known addresses of the Directors and all Shareholders of the Company of such intention, giving full particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro-rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member willing to purchase all such shares as shall remain undisposed of in any manner he may think fit within three months from the date of said notice, but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares and Regulation 24 of Table A shall be modified accordingly.

#### DISCLOSURE OF INTEREST IN SHARES

- 9.
- 1 a) A member shall make notification to the Company of any change he knows in any interest he knows to be held by any person in shares which that member holds and which would be notifiable if sections 198 to 203, 208 to 210(2) and 212(1) to 212(5) of the Companies Act 1985 (in this Article "the Act") applied in relation to the Company (but, subject to the qualifications mentioned in paragraph (b) of this Article and with the omission of any references to sections 204-206 and 732-733) and if any relevant regulations made under section 210A thereof so applied.  
  
b) the qualifications referred to in paragraph (a) of this Article are:
    - i) the aforementioned section of the Act shall have effect as if for the words 'relevant share capital' there were substituted 'share capital' and as if sections 198(2), 199(2) and (2A) and 209 were omitted; and
    - ii) sections 200 and 202 of the Act shall have effect as if for the words 'has material interests' and 'had material interests' there were substituted the words 'is interested' and 'was interested' respectively.
  2. The Company may by notice in writing require a member (and request any other person appearing to be interested in shares held by a member) to supply information to the Company as if section 212(1) to 212(5) of the Act applied in relation to the Company (but with the omission of any references to sections 204 and 205).
  3. Where:
    - a) notice is served by the Company under Article 9(2) on a member or any other person appearing to be interested in shares held by a member and that member (or other person) fails to give the Company any information required (or requested) by the notice within the time specified in it; and/or
    - b) an order is made against the Company under Regulation 2.06b or 8.07a of the Audit Regulations of the Institute of Chartered Accountants in England and Wales and the Company is notified by the said Institute that the grounds upon which such order as made consisted of or included any matters relating to any person who holds

shares in the Company or who has an interest in shares, the Directors may, by resolution, direct that the holder of the shares in question shall not be entitled in respect of any shares held by him to vote either personally or by proxy at a General Meeting of the Company or a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares of the Company.

4. The Directors may, by resolution, revoke a direction:
  - a) made under Articles 9(3)(a) if they are satisfied that the relevant facts about the shares in question have been disclosed to the Company;
  - b) made under Article 9(3)(a) if the order therein referred to has been revoked or has otherwise ceased to have effect;
  - c) made under Article 9(3)(a) or (b) if they are satisfied that the shares in question are to be transferred for valuable consideration and if the Directors approve the transfer.
5. References in this Article to the Act include any statutory modification or re-enactment thereof and reference in this Article to the Audit Regulations of the Institute of Chartered Accountants in England and Wales include the same as from time to time amended.

#### THE COMPANY SEAL

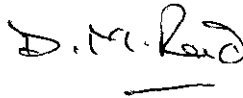
10. If the Company has a seal it shall only be used with the authority of the Directors. Any instrument to which the seal is affixed shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A shall not apply to the Company. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

#### PROCEEDING AT MEETINGS

11. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or proxy and Regulation 46 of Table A shall be modified accordingly. In the event of an equality of votes the Chairman shall not have a second or casting vote and Regulation 50 of Table A shall not apply to the Company.

Names and Addresses of Subscribers:

Mr. David Michael Reid  
Elms  
Dunmow Road  
Great Bardfield  
Braintree  
Essex CM7 4SF



Mrs. Denise Beverley Reid  
Elms  
Dunmow Road  
Great Bardfield  
Braintree  
Essex CM7 4SF



Dated the 25 April, 2003

Witness to the above signatures

Lisa Caroline Reid  
Elms  
Dunmow Road  
Great Bardfield  
Braintree, Essex  
CM7 4SF

