



FILE COPY

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

Company No. 7356549

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

**SCAMPSTON CONSERVATORY PRESERVATION
COMPANY 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/Wales

Given at Companies House on **25th August 2010**

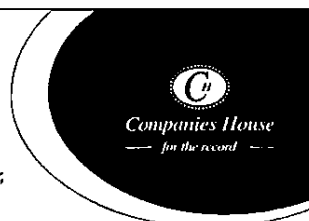
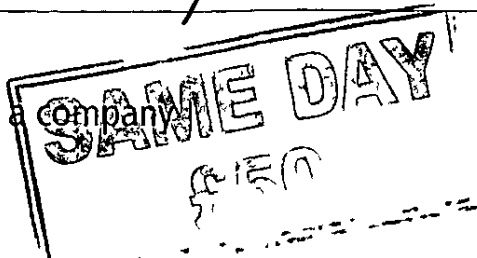


N07356549Q



065465/50
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
this, please use form LL IN0

WEDNESDAY



A11 *AJ1FJMU8* 455
25/08/2010
COMPANIES HOUSE

Part 1 Company details

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

SCAMPSTON CONSERVATORY PRESERVATION COMPANY LTD

For official use

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

① Duplicate names

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

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

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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 THE ESTATE OFFICE, SCAMPSTON HALL

Street
 SCAMPSTON

Post town MALTON

County/Region NORTH YORKSHIRE

Postcode Y O 1 7 8 N G

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

- ☐ 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

For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

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.companieshouse.gov.uk

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

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.

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	
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 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	<div>Signature</div> <div>X</div>
-----------	-----------------------------------

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

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments		<p>Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary 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 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			
C2	Location of the registry of the corporate body or firm		
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only			
C3	EEA companies		<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			<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>
C4 Non-EEA companies			
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register			
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered			
Registration number			
C5	Signature		<p>Signature The person named above consents to act as corporate secretary of the proposed company</p>
I consent to act as secretary of the proposed company named in Section A1			
Signature	Signature <div style="display: flex; justify-content: space-between; align-items: center;"> X X </div>		

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Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	SIR	
Full forename(s)	CHARLES THOMAS	
Surname	LEGARD	
Former name(s) ②		
Country/State of residence ③	ENGLAND	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>6</div> <div>m</div> <div>1</div> <div>m</div> <div>0</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>3</div> <div>y</div> <div>8</div> </div>	
Business occupation (if any) ④	LANDOWNER	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

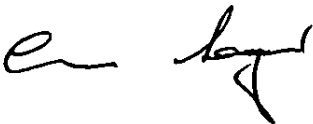
Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode		
Country		

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

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

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

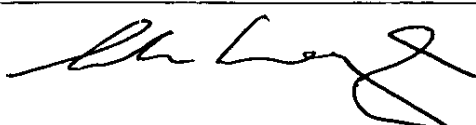
D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div>	

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

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Application to register a company



Director

D1		Director appointments ①	
		Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	MR		
Full forename(s)	CHRISTOPHER JOHN CHARLES		
Surname	LEGARD		
Former name(s) ②			
Country/State of residence ③	ENGLAND		
Nationality	BRITISH		
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>9</div> <div>m</div> <div>0</div> <div>m</div> <div>4</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>4</div> </div>		
Business occupation (if any) ④	COMPANY DIRECTOR		
		<p>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.</p> <p>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.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>	
D2		Director's service address ⑤	
		Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE		
Street			
Post town			
County/Region			
Postcode			
Country			
		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>	
D3		Signature ⑥	
		I consent to act as director of the proposed company named in Section A1	
Signature	<div> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div>		
		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>	

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Application to register a company

Corporate director

E1	Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
	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"/> <input type="text"/>		
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 ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	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			
E4	Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
E5	Signature ⑤		⑤ Signature The person named above consents to act as corporate director of the proposed company
	I consent to act as director of the proposed company named in Section A1		
Signature	Signature  		

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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
				£
				£
				£
				£
Totals				£

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
Totals				

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
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 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

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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 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

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Application to register a company

Class of share		
Prescribed particulars ①		<p>① 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), 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 <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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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						

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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	Sir Charles Thomas
Surname ①	Legard
Address ②	The Estate Office, Scampston Hall, Scampston, Malton, North Yorkshire
Postcode	Y O 1 7 8 N G
Amount guaranteed ③	£10 00

Subscriber's details

Forename(s) ①	Mr Christopher John Charles
Surname ①	Legard
Address ②	The Estate Office, Scampston Hall, Scampston, Malton, North Yorkshire
Postcode	Y O 1 7 8 N G
Amount guaranteed ③	£10 00

Subscriber's details

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

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Application to register a company

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
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"/> <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

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

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

→ No Go to **Section H1** (Statement of compliance delivered by the subscribers)

→ Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ^①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature

Signature

X

[Handwritten signature]

X

Subscriber's signature

Signature

X

[Handwritten signature]

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

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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	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with		
Agent's signature	Signature X	X	

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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 **Miss Natalie Johnson**

Company name **Wrigleys Solicitors LLP**

Address **19 Cookridge Street**

Post town **Leeds**

County/Region

Postcode **L S 2 3 A G**

Country **England**

DX **12020 Leeds 1**

Telephone **0113 244 6100**



Certificate

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

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



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

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



Important information

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



How to pay

A fee of £20 is payable to Companies House to register a company

Make cheques or postal orders payable to 'Companies House'



Where to send

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

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

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

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 NR 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 number:

COMPANIES ACTS 2006
A COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES
OF ASSOCIATION OF
SCAMPSTON CONSERVATORY
PRESERVATION COMPANY LTD

(Incorporated on 2010)

Wrigleys Solicitors LLP
19 Cookridge Street
Leeds LS2 3AG
Tel: 0113 244 6100
Fax: 0113 244 6101

www.wrigleys.co.uk

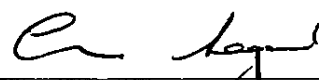
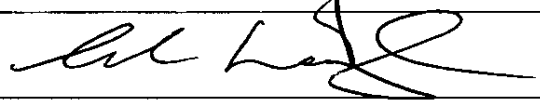
Companies Act 2006

Company limited by guarantee and not having a share capital

MEMORANDUM OF ASSOCIATION OF

SCAMPSTON CONSERVATORY PRESERVATION COMPANY LTD

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

Name of each subscriber	Authentication by each subscriber
Sir Charles Thomas Legard, Baronet	
Christopher John Charles Legard	
Dated 21 st August 2010	

Companies Act 2006

Company limited by guarantee and not having a share capital

**ARTICLES OF ASSOCIATION OF
SCAMPSTON CONSERVATORY PRESERVATION COMPANY LTD**

1. NAME

The name of the Company is Scampston Conservatory Preservation Company Ltd

2. LIMITED LIABILITY

The liability of the Members is limited

3. GUARANTEE

Every Member promises, if the Company is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £10 towards the costs of dissolution and the liabilities incurred by the Company while he or she was a Member

4. OBJECTS

The Objects are specifically restricted to the following

- 4 1 To manage, restore and preserve the Grade II listed conservatory at Scampston Hall, Malton, North Yorkshire (the "**Conservatory**"),
- 4 2 To sustain the heritage and the physical and natural environment of the Conservatory at Scampston Hall,
- 4 3 To facilitate and encourage the use and enjoyment of the Conservatory by members of the public,
- 4 4 To provide educational activities and courses for members of the public in the Conservatory (including, but not limited to, courses in gardening, arts and crafts), and
- 4 5 Such other activities as the Directors, at their discretion, think fit

5. POWERS

The Company has the following powers, which may be exercised only in promoting the Objects

- 5 1 To promote or carry out research

- 5 2 To provide advice
- 5 3 To publish or distribute information
- 5 4 To co-operate with other bodies
- 5 5 To support, administer or set up other companies, including charities
- 5 6 To raise funds
- 5 7 To borrow money and give security for loans
- 5 8 To acquire or hire property of any kind
- 5 9 To let or dispose of property of any kind
- 5 10 To make grants or loans of money and to give guarantees
- 5 11 To set aside funds for special purposes or as reserves against future expenditure
- 5 12 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Directors consider necessary having regard to the suitability of investments and the need for diversification)
- 5 13 To delegate the management of investments to a Financial Expert, but only on terms that
 - 5 13 1 the investment policy is set down in writing for the Financial Expert by the Directors,
 - 5 13 2 every transaction is reported regularly to the Directors,
 - 5 13 3 the performance of the investments is reviewed regularly with the Directors,
 - 5 13 4 the Directors are entitled to cancel the delegation arrangement at any time,
 - 5 13 5 the investment policy and the delegation arrangement are reviewed at least once a year,
 - 5 13 6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are reported regularly to the Directors on receipt, and
 - 5 13 7 the Financial Expert must not do anything outside the powers of the Directors

- 5 14 To arrange for investments or other property of the Company to be held in the name of a Nominee Company acting under the control of the Directors or of a Financial Expert acting under their instructions, and to pay any reasonable fee required
- 5 15 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as Custodian, and to pay any reasonable fee required
- 5 16 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required
- 5 17 To pay for Indemnity Insurance for the Directors
- 5 18 Subject to article 11, to employ paid or unpaid agents, staff or advisers
- 5 19 To enter into contracts to provide services to or on behalf of other bodies
- 5 20 To establish or acquire subsidiary companies to assist or act as agents for the Company
- 5 21 To acquire, merge with or enter into any partnership or joint venture arrangement with any other company formed for any of the Objects
- 5 22 To pay the costs of forming the Company
- 5 23 To do anything else within the law which promotes or helps to promote the Objects

6. MEMBERSHIP

- 6 1 The Company must maintain a register of Members
- 6 2 Any person who is appointed as a Director will automatically, by virtue of that appointment, become a Member of the Company
No person other than a Director may be admitted as a Member of the Company
- 6 3 Membership is terminated if the Member concerned
 - 6 3 1 ceases to be a Director,
 - 6 3 2 gives written notice of resignation to the Company,
 - 6 3 3 dies, or in the case of an organisation ceases to exist, or

6 3 4 is removed from Membership by resolution of the Directors on the ground that in their reasonable opinion the Member's continued Membership is harmful to the Company. The Directors may only pass such a resolution after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice.

6 4 Membership of the Company is not transferable.

7. GENERAL MEETINGS

7 1 A meeting may be called at any time by the Directors and must be called within 28 clear days of a written request from at least one third of the Members. Meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

7 2 Members are entitled to attend meetings either personally, (in the case of a Member organisation) by an authorised representative, by proxy or by suitable means agreed by the Directors in which all participants may communicate with all the other participants. Proxy forms must be delivered to the Secretary at least 24 hours before the meeting.

7 3 There is a quorum at a meeting if the number of Members present in person or by proxy is at least two or one third of the Members if greater.

7 4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Member elected by those present presides at a meeting.

7 5 Except where otherwise provided by the Articles or the Companies Acts, every issue is decided by a majority of the votes cast.

7 6 Every Member present in person or through an authorised representative or by proxy has one vote on each issue.

7 7 A written resolution signed by a majority of those entitled to vote at a meeting (or, where the Companies Acts require, a greater majority) is as valid as a resolution actually passed at that meeting, provided it is passed in accordance with part 13, Chapter 2 of the Companies Act 2006. The written resolution may be set out in more than one counterpart.

7 8 The Company shall not be required to hold an AGM in any year.

8. THE DIRECTORS

8 1 The Directors have control of the Company and its property and funds.

- 8 2 The Directors when complete consist of at least two and not more than twelve individuals, all of whom must be Members. If the number of Directors shall fall below two, the remaining Directors may act (and in default the Members may act) to appoint further Directors as required.
- 8 3 The subscribers to the Memorandum are the first Directors. Subject to article 8 2, subsequent Directors are to be appointed by the Directors.
- 8 4 Every Director after appointment must sign a declaration of willingness to act as a Company Director of the Company before he or she may vote at any meeting of the Directors.
- 8 5 A Director's term of office automatically terminates if he or she
- 8 5 1 ceases to be a Member in accordance with articles 6 3 2 to 6 3 4,
 - 8 5 2 is prohibited by law from being a director of a company,
 - 8 5 3 is, in the opinion of the other Directors, at any time incapable, whether mentally or physically, of managing his or her own affairs,
 - 8 5 4 is absent from three consecutive meetings of the Directors and is asked by a majority of the other Directors to resign,
 - 8 5 5 ceases to be a Member (but such a person may be reinstated by resolution passed by all the other Directors on resuming Membership of the Company),
 - 8 5 6 resigns by written notice to the Directors (but only if at least two Directors will remain in office), or
 - 8 5 7 is removed by resolution of the Members present and voting at a general meeting (but only if at least two Directors will remain in office) after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.
- 8 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.

9. DIRECTORS' PROCEEDINGS

- 9 1 The Directors must hold at least one meeting each year.

- 9 2 A quorum at a meeting of the Directors is two or one third of the Directors if greater
- 9 3 A meeting of the Directors may be held either in person or by suitable means agreed by the Directors in which all participants may communicate with all the other participants
- 9 4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting
- 9 5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by a majority of the Directors is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 9 6 Except for the Chairman of the meeting, who has a casting vote, every Director has one vote on each issue
- 9 7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

10. DIRECTORS' POWERS

The Directors have the following powers in the administration of the Company

- 10 1 To appoint (and remove) any person, who may, or may not, be a Member and who may be a Director to act as Secretary in accordance with the Companies Acts
- 10 2 To appoint a Chairman, Treasurer and other honorary officers from among their number
- 10 3 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Director and all proceedings of committees must be reported regularly to the Directors
- 10 4 To make standing orders consistent with the Memorandum, the Articles and the Companies Acts to govern proceedings at general meetings and to prescribe a form of proxy
- 10 5 To make rules consistent with the Memorandum, the Articles and the Companies Acts to govern their proceedings and proceedings of committees

- 10 6 To make regulations consistent with the Memorandum, the Articles and the Companies Acts to govern the administration of the Company and the use of its seal (if any)
- 10 7 To establish procedures to assist the resolution of disputes or differences within the Company
- 10 8 To exercise any powers of the Company which are not reserved to a meeting of the Members

11. BENEFITS TO MEMBERS AND DIRECTORS

- 11 1 The property and funds of the Company must be used only for promoting the Objects and do not belong to the Members but
 - 11 1 1 Members may be paid interest at a reasonable rate on money lent to the Company, and
 - 11 1 2 Members may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Company
- 11 2 A Director must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Company except
 - 11 2 1 as mentioned in articles 5 17 (Indemnity Insurance) and articles 11 1 1 (interest), 11 1 2 (rent) or 11 3 (contractual payments),
 - 11 2 2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Company,
 - 11 2 3 an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings),
 - 11 2 4 payment to any company in which a Director has no more than a 1 per cent shareholding, and
 - 11 2 5 in exceptional cases, other payments or benefits
- 11 3 A Director may not be an employee of the Company, but a Director or a Connected Person may enter into a contract with the Company to supply goods or services in return for a payment or other Material Benefit if
 - 11 3 1 the goods or services are actually required by the Company,

11 3 2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Directors in accordance with the procedure in article 11 5, and

11 3 3 no more than one half of the Directors are interested in such a contract in any financial year

11 4 Whenever a Director has a personal interest in a matter falling within articles 11 1, 11 2 or 11 3 which is to be discussed at a meeting of the Directors or a committee, he or she must comply with the procedure in article 11 5

11 5 Where this article applies, a Director must

11 5 1 declare an interest before the meeting or at the meeting before discussion begins on the matter,

11 5 2 be absent from the meeting for that item unless expressly invited to remain in order to provide information,

11 5 3 not be counted in the quorum for that part of the meeting, and

11 5 4 have no vote on the matter and be absent during the vote if so requested by the other Directors

12. CONFLICTS OF INTEREST

12 1 Directors must avoid Conflicts of Interest and wherever a Conflict of Interest arises in a matter to be discussed at a meeting of the Directors or a committee, a Conflicted Director must comply with the procedure set out in article 11 5

12 2 Subject to article 11, if a Conflict of Interest matter is proposed to the Directors, the Unconflicted Directors may agree to

12 2 1 authorise that matter, or

12 2 2 authorise a Conflicted Director to act in their ordinary capacity as a Director and carry out all their duties and powers as a Director in relation to that matter

12 3 Where the Unconflicted Directors consider an authorisation to act notwithstanding a Conflict of Interest, the Conflicted Director must comply with the procedure set out in article 11 5

13. RECORDS AND ACCOUNTS

- 13 1 The Directors must comply with the requirements of the Companies Acts as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of
 - 13 1 1 annual returns,
 - 13 1 2 annual reports, and
 - 13 1 3 annual statements of account
- 13 2 The Directors must keep proper records of
 - 13 2 1 all proceedings at Member meetings,
 - 13 2 2 all proceedings at meetings of the Directors,
 - 13 2 3 all reports of committees, and
 - 13 2 4 all professional advice obtained
- 13 3 Accounting records relating to the Company must be made available for inspection by any Director at any time during normal office hours
- 13 4 A copy of the Company's latest available statement of account must be supplied on request to any Director or Member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Company's reasonable costs

14. NOTICES

- 14 1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or any journal distributed by the Company
- 14 2 The only address at which a Member is entitled to receive notices sent by post is an address in the U K shown in the register of Members
- 14 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 14 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address,
 - 14 3 2 two clear days after being sent by first class post to that address,

14 3 3 three clear days after being sent by second class or overseas post to that address,

14 3 4 on the date of publication of a newspaper containing the notice,

14 3 5 on being handed to the Member personally, or, if earlier,

14 3 6 as soon as the Member acknowledges actual receipt

14 4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

15. DISSOLUTION

If the Company is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways

15 1 by transfer to one or more other bodies established for purposes within, the same as or similar to the Objects,

15 2 directly for the Objects or for purposes which are within or similar to the Objects,

15 3 to any organisation which has provided funding to the Company,

or otherwise as the Directors think fit

16. INTERPRETATION

In the Memorandum and in the Articles, unless the context indicates another meaning

‘AGM’ means an annual general meeting of the Company,

‘the Articles’ means the Company’s articles of association,

‘Chairman’ means the chairman of the Directors,

‘the Company’ means the company governed by the Articles,

‘clear day’ means 24 hours from midnight following the relevant event,

‘the Companies Acts’ means the Companies Acts (as defined in section 2 of the Companies Act 2006),

‘Conflict of Interest’ includes a conflict of interest and duty and a conflict of duties,

'Conflicted Director' means any Director who has a Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Directors,

'Connected Person' means any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director, any Firm of which a Director is a Member, director, employee or shareholder having a beneficial interest in more than 1 per cent of the capital,

'Custodian' means a person or body who undertakes safe custody of assets or of documents or records relating to them,

'Financial Expert' means an individual, company or Firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,

'financial year' means the Company's financial year,

'Firm' includes a limited liability partnership and company,

'Indemnity Insurance' means insurance against personal liability incurred by any Director for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,

'Material Benefit' means a benefit which may not be financial but has a monetary value,

'Member' and 'Membership' refer to company Membership of the Company,

'Memorandum' means the Company's Memorandum of Association,

'month' means calendar month,

'Nominee Company' means a corporate body registered or having an established place of business in England and Wales,

'the Objects' means the Objects of the Company as defined in article 4,

'Secretary' means the company secretary of the Company,

'Director' means a director of the Company and 'Directors' means the directors,

'Unconflicted Director' means any Director who has no Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Directors,

'written' or 'in writing' refers to a legible document on paper including a fax message or in electronic format;

'year' means calendar year

16 1 Expressions defined in the Companies Acts have the same meaning

16 2 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it