

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 07367858

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

THOMAS MORE LEGAL SERVICES LIMITED

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, Cardiff, on 7th September 2010



N07367858V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 06/09/2010



X6PJT6X

*Company Name
in full:* **THOMAS MORE LEGAL SERVICES LIMITED**

Company Type: **Private limited by guarantee**

*Situation of Registered
Office:* **England and Wales**

*Proposed Register
Office Address:* **7 LINCOLN'S INN FIELDS
LONDON
UNITED KINGDOM
WC2A 3BP**

I wish to adopt entirely bespoke articles

Company Director ***I***

Type: **Person**

Full forename(s): **MR JAMES BERNARD**

Surname: **EATON**

Former names:

Service Address: **34 OAK HILL CLOSE
WOODFORD GREEN
ESSEX
UNITED KINGDOM
IG8 9PH**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **22/11/1954**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y**

Date authorised: **07/09/2010**

Authenticated: **YES**

Company Director 2

Type: **Person**
Full forename(s): **MR CHARLES GEOFFREY**

Surname: **COX**

Former names:

Service Address: **WILLESTREW HOUSE
LAMERTON
DEVON
UNITED KINGDOM
PL19 8PZ**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **30/04/1960** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **07/09/2010** *Authenticated:* **YES**

Company Director **3**

Type: **Person**
Full forename(s): **MR GOPAL ARTHUR JOHN**

Surname: **HOOPER**

Former names:

Service Address: **41 CARSHALTON PARK ROAD
CARSHALTON
SURREY
UNITED KINGDOM
SM5 3SP**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **21/09/1946** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **07/09/2010** *Authenticated:* **YES**

Company Director 4

Type: **Person**
Full forename(s): **MR CHRISTOPHER JAMES**

Surname: **HARDING**

Former names:

Service Address: **SHOULDERSTICKS LATCHMORE BANK
LITTLE HALLINGBURY
HERTFORDSHIRE
UNITED KINGDOM
CM22 7PJ**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **31/01/1970** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **07/09/2010** *Authenticated:* **YES**

Company Director **5**

Type: **Person**
Full forename(s): **MR STUART JAMES**

Surname: **SELLEM**

Former names:

Service Address: **THE CARLTONS EPPING GREEN
EPPING
ESSEX
UNITED KINGDOM
CM16 6PX**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **06/01/1970** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **07/09/2010** *Authenticated:* **YES**

Company Director **6**

Type: **Person**

Full forename(s): **MR PATRICK MANUS DERMOT**

Surname: **EGAN**

Former names:

Service Address: **GARDEN FLAT 18 VARDENS ROAD
LONDON
UNITED KINGDOM
SW11 1RH**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **27/02/1965**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y**

Date authorised: **07/09/2010**

Authenticated: **YES**

Statement of Guarantee

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;*
- payments of costs, charges and expenses of winding up, and;*
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.*

Name: JAMES BERNARD EATON *Amount Guaranteed:* GBP1
Address: 34 OAK HILL CLOSE
WOODFORD GREEN
ESSEX
UNITED KINGDOM
IG8 9PH

Name: CHARLES GEOFFREY COX *Amount Guaranteed:* GBP1
Address: WILLESTREW HOUSE
LAMERTON
DEVON
UNITED KINGDOM
PL19 8PZ

Name: GOPAL ARTHUR JOHN *Amount Guaranteed:* GBP1
Address: HOOPER
41 CARSHALTON PARK
ROAD
CARSHALTON
SURREY
UNITED KINGDOM
SM5 3SP

Name: CHRISTOPHER JAMES *Amount Guaranteed:* GBP1
Address: HARDING
SHOULDERSTICKS
LATCHMORE BANK
LITTLE HALLINGBURY
HERTFORDSHIRE
UNITED KINGDOM
CM22 7PJ

Name: STUART JAMES SELLEM *Amount Guaranteed:* GBP1
Address: THE CARLTONS EPPING
GREEN
EPPING
ESSEX
UNITED KINGDOM
CM16 6PX

Name: PATRICK MANUS *Amount Guaranteed:* GBP1
Address: DERMOT EGAN
GARDEN FLAT 18
VARDENS ROAD
LONDON
UNITED KINGDOM
SW11 1RH

Statement of Compliance

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

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of

Thomas More Legal Services 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.

Name of each subscriber	Authentication by each subscriber
Mr James Bernard Eaton	Mr James Bernard Eaton
Mr Charles Geoffrey Cox	Mr Charles Geoffrey Cox
Mr Gopal Arthur John Hooper	Mr Gopal Arthur John Hooper
Mr Christopher James Harding	Mr Christopher James Harding
Mr Stuart James Sellem	Mr Stuart James Sellem
Mr Patrick Manus Dermot Egan	Mr Patrick Manus Dermot Egan

Dated 6/9/2010

Company Number:

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

Thomas More Legal Services Limited

Incorporated on

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

Thomas More Legal Services Limited

1. INTERPRETATION

1.1 DEFINITIONS

- (a) In these Articles the following expressions have the following meanings unless the context otherwise requires:

"Act" means the Companies Act 2006, as may be amended, extended, consolidated or re-enacted by or under any other enactment from time to time;

"Board" means the board of directors of the Company for the time being (and references to decisions of, or approvals by, the Board shall be to a decision of the directors made in accordance with Model Articles 7 and 8 (as varied or supplemented by these Articles), and references in the Model Articles to "the directors" shall be deemed to be references to the Board);

"Board Meeting" means a duly convened meeting of the Board;

"Model Articles" means the model articles for private companies limited by guarantee as set out at Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229), and reference to a numbered Model Article shall be to the relevant article of the Model Articles;

"these Articles" means the articles of association of the Company for the time being in force.

- (b) In these Articles, unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include the other genders and words importing persons include corporations. References in these Articles to "writing" shall not include representations or reproductions in electronic form.

1.2 APPLICATION OF MODEL ARTICLES

- (a) The Model Articles shall apply to the Company subject to the modifications and additions made by these Articles.
- (b) Model Articles 9(4), 10, 13, 14(1), (2), (3) and (4), shall not apply to the Company.
- (c) 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.

2. COMPANY'S OBJECTS

The Company's objects shall be unrestricted.

3. DECISION-MAKING BY DIRECTORS

3.1 CALLING A BOARD MEETING

- (a) Entitlement to notice of a Board Meeting may be waived by a director at any time, whether before or after the meeting, and Model Article 9(4) shall not apply.
- (b) For the purposes of Model Article 34(3), notice of a Board Meeting (or any adjournment thereof) given to a director by electronic means shall, if properly addressed, be deemed to have been received by the recipient one hour after it was sent.

3.2 CASTING VOTE

In the case of an equality of votes at a Board Meeting the chairman shall not have a casting vote, and Model Article 13 shall not apply.

3.3 UNANIMOUS DECISIONS

- (a) For a unanimous decision of the directors to be taken in accordance with Model Article 8, the eligible directors must indicate to the others that they have a common view by means whereby each such indication is capable of being readily reproduced in hard copy form. Model Article 8 shall be varied accordingly.
- (b) For the purposes of Model Article 8(3), a director whose vote on a resolution is not to be counted in respect of the relevant matter shall not constitute an eligible director.

3.4 PARTICIPATION IN BOARD MEETINGS

Any director who is not able to be present in person may participate in a Board Meeting by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote and be counted in the quorum. Such a Board Meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the Board Meeting is located. Model Article 10 shall not apply.

3.5 RECORDS OF DECISIONS TO BE KEPT

- (a) The directors shall ensure that a written record of each decision of the Board is kept in a permanent form (such that it may be read with the naked eye).
- (b) For such time as there is a sole director, references to "the directors" in Model Article 15 shall include that sole director.

4. DIRECTORS

4.1 DIRECTORS' INTERESTS

- (a) Subject to the provisions of the Act, and provided that he has disclosed (by notice in writing to the Company or at a Board Meeting) the nature and extent of any material interest of his, a director notwithstanding his office:
 - (i) may act by himself or his firm in a professional capacity for the Company (except that of auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

- (ii) he may contract with the Company as a member of a panel comprising barristers or barristers and others including for the Company to act on behalf of and alongside such panel to contract with others, and offer to contract with others to provide services; and
 - (iii) may be a director or other officer of, or be employed by or a member of, or a party to any transaction or arrangement with, or otherwise interested in, any body incorporated promoted by the Company or in which the Company is otherwise interested.
- (b) If a proposed decision of the Board is concerned with a matter in respect of which a director has a conflict of interest, that director shall (provided that such conflict of interest has been declared and authorised in accordance with these Articles and the Act) be entitled notwithstanding such interest to participate fully in the decision-making process for quorum and voting purposes. Model Article 14 shall be varied accordingly.
- (c) A director shall not be liable to account to the Company for any remuneration, profit or other benefit resulting from any conflict of interest which is permitted under this Article 5, and no contract shall be liable to be avoided on the grounds of any such profit or benefit, nor shall the receipt of any such remuneration, profit or other benefit constitute a breach of Section 176 of the Act.

5. INDEMNITY AND INSURANCE

- 5.1 In Model Article 38(1) the word "may" in the second line shall be replaced by "shall".

For the purposes of Model Articles 38 and 39, references to a relevant director shall also include a secretary or former secretary of the Company or an associated company.

6. GENERAL MEETINGS

6.1 ANNUAL GENERAL MEETING

The Company shall hold in each calendar year a general meeting as its annual general meeting in addition to any other general meetings in that year, and shall specify the meeting as such in any notices calling it. An annual general meeting must be called by at least 21 clear days' notice, and nor more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

6.2 SHORT NOTICE

For the purposes of Section 307(6)(a) of the Act the "requisite percentage" in respect of general meetings of the Company shall be 95% save for annual general meetings in respect of which the provisions of Article 6.1 shall apply.

6.3 POSTPONEMENT OF GENERAL MEETINGS

If the Board in its absolute discretion considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the meeting, it may change the place of or postpone the general meeting or do both of these things by giving notice of such postponement not less than three clear days before the date previously specified for that meeting. The provisions of this Article shall also apply in respect of any re-arranged meeting.

6.4 PROXY VOTING

For the purposes of Section 285(2) of the Act, references to a proxy being instructed to vote either for or against a resolution by one or more members shall be deemed to include references to the situation where the proxy has been given discretion by one or more members as to how to vote on the resolution and elects to exercise that discretion to vote either for or against the resolution (as the case may be).

For the avoidance of doubt, the Company shall be under no obligation on any resolution to ensure that a proxy or a corporate representative votes in accordance with any instructions given by his appointing member, and the validity of any resolution passed shall not be affected in any way by any failure to comply with any such instructions.

7. CHANGE OF COMPANY NAME

For the purposes of Section 79 of the Act, the name of the Company may be changed by a decision of the Board or by an ordinary resolution of the members (but without prejudice to the right of the members to change the name of the Company by special resolution).

8. NOTICES

- 8.1 Where a notice is sent by the Company to a member by electronic means and the Company is able to show that such notice was properly addressed, the notice shall be deemed to have been received by the recipient one hour after it was sent.
- 8.2 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 five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom if (in each case) sent by reputable international courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - (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; and
 - (d) if sent or supplied by means of a website, when the material is first made available on the website of (if later) when the recipient received (or is deemed to have received) notice of the fact that the material is available on the website.
- 8.3 For the purposes of this Article 10.1, no account shall be taken of any part of the day that is not a working day.
- 8.4 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

9. SECRETARY

The Board may from time to time appoint as secretary (including as an assistant or joint secretary) any person who is willing to act, and shall be entitled to determine the term of such appointment the remuneration (if any) to be paid and any other conditions as the Board may think fit, and may from time to time remove any such person.

10. WRITTEN RESOLUTIONS

For the purposes of Section 297(1)(a) of the Act, a proposed written resolution of the Company's members shall lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

The original subscribers to the Company were

Mr James Bernard Eaton

34 Oak Hill Close WOODFORD GREEN
Essex IG8 9PH United Kingdom

Mr Charles Geoffrey Cox

Willestrew House LAMERTON Devon PL19
8PZ United Kingdom

Mr Gopal Arthur John Hooper

41 Carshalton Park Road CARSHALTON
Surrey SM5 3SP United Kingdom

Mr Christopher James Harding

Shouldersticks Latchmore Bank LITTLE
HALLINGBURY Hertfordshire CM22 7PJ
United Kingdom

Mr Stuart James Sellem

The Carltons Epping Green EPPING Essex
CM16 6PX United Kingdom

Mr Patrick Manus Dermot Egan

Garden Flat 18 Vardens Road LONDON
SW11 1RH United Kingdom

Dated 6/9/2010

