



**FILE COPY**

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

Company No. 8354834

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

**THE TOLKIEN TRUST**

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 **10th January 2013**



\*N08354834M\*



**Companies House**



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

IN01

Application to register a company

SAME DAY



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

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

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

For further information, please  
visit [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)



\*A1ZRFXA8\*

A09

10/01/2013

#17

COMPANIES HOUSE

THURSDAY

## Part 1 Company details

A1

### Company name

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

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

Please show the proposed company name below

Proposed company  
name in full ①

The Tolkien Trust

For official use

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#### → Filling in this form

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

#### 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 on this is available in  
our guidance booklet GP1 at  
[www.companieshouse.gov.uk](http://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 our  
guidance booklet GP1 at  
[www.companieshouse.gov.uk](http://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](http://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](http://www.companieshouse.gov.uk)

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**A5****Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales  
☐ Wales  
☐ Scotland  
☐ Northern Ireland

**① Registered office**

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

**A6****Registered office address ②**

Please give the registered office address of your company

Building name/number Prama House

Street 267 Banbury Road

Post town Oxford

County/Region

Postcode O X 2 7 H T

**② Registered office address**

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

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

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

**A7****Articles of association ③**

Please choose one option only and tick one box only

Option 1

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

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

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

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application**③** For details of which company type can adopt which model articles, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**A8****Restricted company articles ④**

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

☐**④ Restricted company articles**Restricted company articles are those containing provision for entrenchment For more details, please go to our website [www.companieshouse.gov.uk](http://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 ①**

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)	Cathleen
Surname	Blackburn
Former name(s) ②	

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C5 instead of section B.

**Additional appointments**

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

**② Former name(s)**

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

**B2****Secretary's service address ③**

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

**③ Service address**


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

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

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

**B3****Signature ④**

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

Signature	Signature 
-----------	--



**④ 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**

<b>C1 Corporate secretary appointments ①</b>	
Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
<b>C2 Location of the registry of the corporate body or firm</b>	
Is the corporate secretary registered within the European Economic Area (EEA)?	
→ Yes Complete <b>Section C3</b> only → No Complete <b>Section C4</b> only	
<b>C3 EEA companies ②</b>	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③	
Registration number	
<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
<b>C4 Non-EEA companies</b>	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
Registration number	
<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
<b>C5 Signature ⑤</b>	
I consent to act as secretary of the proposed company named in <b>Section A1</b>	
Signature	Signature  
<b>⑤ Signature</b> The person named above consents to act as corporate secretary 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 *	
Full forename(s)	Christopher Reuel
Surname	Tolkien
Former name(s) ②	
Country/State of residence ③	France
Nationality	British
Date of birth	<div>d<sub>2</sub></div> <div>d<sub>1</sub></div> <div>m<sub>1</sub></div> <div>m<sub>1</sub></div> <div>y<sub>1</sub></div> <div>y<sub>9</sub></div> <div>y<sub>2</sub></div> <div>y<sub>4</sub></div>
Business occupation (if any) ④	Writer

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

## ⑥ Signature

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

IN01

Application to register a company

**Director****D1****Director appointments ①**

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

Title *	
Full forename(s)	Priscilla Mary Anne Reuel
Surname	Tolkien
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Date of birth	d <sub>1</sub> d <sub>8</sub> m <sub>0</sub> m <sub>6</sub> y <sub>1</sub> y <sub>9</sub> y <sub>2</sub> y <sub>9</sub>
Business occupation (if any) ④	Retired

**① Appointments**

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

**② Former name(s)**

Please provide any previous names 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	Signature X Priscilla Tolkien X
-----------	------------------------------------

**⑥ Signature**

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

# IN01 - continuation page

Application to register a company

## Director

<b>D1</b>	<b>Director appointments ①</b>	
Please use this section to list all the directors of the company <b>For a corporate director, complete Sections E1-E5</b>		
Title *		
Full forename(s)	Michael George Reuel	
Surname	Tolkien	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	British	
Date of birth	d1 d1 m0 m1 y1 y9 y4 y3	
Business occupation (if any) ④	Retired	
<b>① Appointments</b> 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.		
<b>② Former name(s)</b> 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.		
<b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.		
<b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.		

<b>D2</b>	<b>Director's service address ⑤</b>	
Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .		
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		
<b>⑤ Service address</b> 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.		

<b>D3</b>	<b>Signature ⑥</b>	
I consent to act as director of the proposed company named in <b>Section A1</b>		
Signature	Signature X <i>M.G.R. Tolkien</i> X	
<b>⑥ Signature</b> The person named above consents to act as director of the proposed company.		



# IN01 - continuation page

Application to register a company

## Director

**D1**

### Director appointments ①

Please use this section to list all the directors of the company  
**For a corporate director, complete Sections E1-E5.**

Title *									
Full forename(s)	Baillie Jean								
Surname	Tolkien								
Former name(s) ②									
Country/State of residence ③	France								
Nationality	British/Canadian (dual)								
Date of birth	<table><tr><td>d1</td><td>d0</td><td>m1</td><td>m2</td><td>y1</td><td>y9</td><td>y4</td><td>y1</td></tr></table>	d1	d0	m1	m2	y1	y9	y4	y1
d1	d0	m1	m2	y1	y9	y4	y1		
Business occupation (if any) ④	Editor								

- 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.

**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	<table><tr><td>Signature</td><td><table><tr><td>X</td><td>B Tolkien</td><td>X</td></tr></table></td></tr></table>	Signature	<table><tr><td>X</td><td>B Tolkien</td><td>X</td></tr></table>	X	B Tolkien	X
Signature	<table><tr><td>X</td><td>B Tolkien</td><td>X</td></tr></table>	X	B Tolkien	X		
X	B Tolkien	X				

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

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## Application to register a company

### Corporate director

<b>E1 Corporate director appointments ①</b>	
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	
Country	
<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
<b>E2 Location of the registry of the corporate body or firm</b>	
Is the corporate director registered within the European Economic Area (EEA)? → <b>Yes</b> Complete <b>Section E3 only</b> → <b>No</b> Complete <b>Section E4 only</b>	
<b>E3 EEA companies ②</b>	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③	
Registration number	
<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
<b>E4 Non-EEA companies</b>	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the registration number	
<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
<b>E5 Signature ⑤</b>	
I consent to act as director of the proposed company named in <b>Section A1</b> .	
Signature	Signature <b>X</b>
<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company	

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
			<b>Totals</b>	£

**F2****Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share 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 ④

**④ Total aggregate nominal value**  
Please list total aggregate values in  
different currencies separately For  
example £100 + €100 + \$10 etc

① Including both the nominal value and any  
share premium③ Number of shares issued multiplied by  
nominal value of each share**Continuation Pages**Please use a Statement of Capital continuation  
page if necessary

② Total number of issued shares in this class

**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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Class of share

Prescribed particulars

1

### 1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

#### Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

# IN01

## Application to register a company

**F5**

### Initial shareholdings

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

Please complete the details below for each subscriber

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

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

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

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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) <b>1</b>	Priscilla Mary Anne Reuel									
Surname <b>1</b>	Tolkien									
Address <b>2</b>	Prima House, 267 Banbury Road,									
	Oxford									
Postcode	O	X	2		7	H	T			
Amount guaranteed <b>3</b>	£10 00									

**Subscriber's details**

Forename(s) <b>1</b>	Michael George Reuel									
Surname <b>1</b>	Tolkien									
Address <b>2</b>	Prima House, 267 Banbury Road,									
	Oxford									
Postcode	O	X	2		7	H	T			
Amount guaranteed <b>3</b>	£10 00									

**Subscriber's details**

Forename(s) <b>1</b>	Christopher Reuel									
Surname <b>1</b>	Tolkien									
Address <b>2</b>	Prima House, 267 Banbury Road,									
	Oxford									
Postcode	O	X	2		7	H	T			
Amount guaranteed <b>3</b>	£10 00									

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Application to register a company

## Subscriber's details

Forename(s) ①	Baillie Jean
Surname ①	Tolkien
Address ②	Prima House, 267 Banbury Road, Oxford
Postcode	O X 2 7 H T
Amount guaranteed ③	£10 00

## Subscriber's details

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

## Subscriber's details

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

## Subscriber's details

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

## Subscriber's details

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

## ① Name

Please use capital letters

## ② Address

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

## ③ Amount guaranteed

Any valid currency is permitted

## Continuation pages

Please use a 'Subscribers' continuation page if necessary



IN01

Application to register a company

**Part 5****Statement of compliance**

This section must be completed by all companies

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


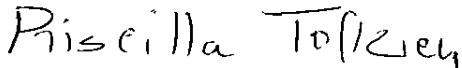


- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

**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  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
Subscriber's signature	Signature X X

IN01

Application to register a company

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

**H2**

**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

**IN01**

Application to register a company

**Presenter information**

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

Contact name JMW/OX-268644

Company name Manches LLP

Address 9400 Garsington Road

Oxford Business Park

Post town Oxford

County/Region

Postcode O X 4 2 H N

Country

DX 155710 OXFORD 13

Telephone 01865 722 106

**Certificate**

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

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

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

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

**Important information**

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

**How to pay**

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**Where to send**

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

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland:**

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

**For companies registered in Northern Ireland**

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

**Section 243 exemption**

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

**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

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

**COMPANY NOT HAVING A SHARE CAPITAL**

**Memorandum of Association**

**of**

**The Tolkien Trust**

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

---

Priscilla Mary Anne Reuel Tolkien

*Priscilla Tolkien*

Michael George Reuel Tolkien

*MGR Tolkien*

Christopher Reuel Tolkien

*CR Tolkien*

Baillie Jean Tolkien

*B Tolkien*

Dated:

*2 January 2013*

## **COMPANY NOT HAVING A SHARE CAPITAL**

### **Articles of Association**

**of**

### **The Tolkien Trust**

- 1 The company's name is The Tolkien Trust  
(and in this document it is called the "**charity**")

#### **Interpretation**

2. In the articles

<b>"address"</b>	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity,
<b>"articles"</b>	means the charity's articles of association,
<b>"charity"</b>	means the company intended to be regulated by the articles,
<b>"clear days"</b>	<p>in relation to the period of a notice means a period excluding</p> <ul style="list-style-type: none"><li>• the day when the notice is given or deemed to be given, and</li><li>• the day for which it is given or on which it is to take effect,</li></ul>
<b>"Commission"</b>	means the Charity Commission for England and Wales,
<b>"Companies Acts"</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity,
<b>"the directors"</b>	means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011,
<b>"document"</b>	includes, unless otherwise specified, any document sent or supplied in electronic form,
<b>"electronic form"</b>	has the meaning given in section 1168 of the Companies Act 2006,
<b>"memorandum"</b>	means the charity's memorandum of association;

<b>"officers"</b>	includes the directors and the secretary (if any),
<b>"the seal"</b>	means the common seal of the charity if it has one,
<b>"secretary"</b>	means any person appointed to perform the duties of the secretary of the charity,
<b>"the United Kingdom"</b>	means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

The Model Articles for private companies limited by guarantee contained in the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Company.

### **Liability of members**

- 3 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for
  - (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
  - (2) payment of the costs, charges and expenses of winding up, and
  - (3) adjustment of the rights of the contributories among themselves.

### **Objects**

- 4 The charity's objects ("**Objects**") are to benefit such charitable institution or institutions or charitable purpose or purposes as the directors shall from time to time think fit The charity's objects are specifically restricted to the Objects.

### **Powers**

- 5 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so In particular, the charity has power
  - (1) to derive funds from the exploitation in any manner of rights in literary and artistic works owned or acquired by the charity;

- (2) to buy, take on lease, licence or in exchange, hire or otherwise acquire any property and to maintain, protect, improve, develop and equip it for use,
- (3) to sell, lease, licence or otherwise grant rights in respect of or dispose of all or any part of the property belonging to the charity. In exercising this power in relation to land, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land,
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article,
- (10) to
  - (a) deposit or invest funds,
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
- (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
- (12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

### **Application of income and property**

6

- (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.

- (2) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity

### **Benefits and payments to charity directors and connected persons**

7

#### **(1) General provisions**

No director or connected person may.

- (a) buy goods or services from the charity on terms preferential to those applicable to other members of the public;
- (b) sell goods, services, or any interest in land to the charity,
- (c) be employed by, or receive any remuneration from, the charity,
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Commission

In this article a "**financial benefit**" means a benefit, direct or indirect, which is either money or has a monetary value

### **Scope and powers permitting directors' or connected persons' benefits**

(2)

- (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011
- (c) A director may receive an indemnity from the charity in the circumstances specified in article 55
- (d) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011
- (e) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base base rate)
- (f) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting



at which such a proposal or the rent or other terms of the lease are under discussion

- (g) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) In sub-clause (2) of this article

(a) "**charity**" includes any company in which the charity:

- (i) holds more than 50% of the shares; or
- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more directors to the board of the company.

(b) "**connected person**" includes any person within the definition in article 59

#### **Declaration of directors' interests**

8.

- (1) A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared
- (2) Provided that he or she has done so and except as otherwise provided in these articles or as required by law (including under articles 7(2)(f) and 9(b)), such director may vote at a meeting of the directors, and form part of a quorum present at that meeting, or participate in any decision making of the directors in relation to such transaction or arrangement with the Company

#### **Conflicts of interests and conflicts of loyalties**

9

- (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply
  - (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person

## **Members**

10

- (1) The subscribers to the memorandum are the first members of the charity. Apart from the subscribers the only persons eligible to be members of the charity shall be the directors of the charity holding office from time to time.
- (2) Any person who is appointed as a director of the charity shall automatically become a member of the charity
- (3) Membership is not transferable.
- (4) The directors must keep a register of names and addresses of the members

## **Termination of membership**

11. Membership is terminated if:

- (1) a member ceases to be a director, or
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members.

## **General meetings**

12 The directors may call a general meeting at any time

## **Notice of general meetings**

13

- (1) The minimum period of notice required to hold a general meeting of the charity is fourteen clear days.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 20
- (4) The notice must be given to all the members and to the directors and auditors

- 14 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity

#### **Proceedings at general meetings**

15

- (1) No business shall be transacted at any general meeting unless a quorum is present
- (2) A quorum is two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting
- (3) The authorised representative of a member organisation shall be counted in the quorum
- (4) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- (5) A person is able to exercise the right to vote at a general meeting when:
  - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- (6) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- (7) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (8) Two or more persons who are not in the same place as each other attend a general meeting (and are "**present**" at the meeting for the purposes of these Articles) if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

16.

- (1) If
  - (a) a quorum is not present within half an hour from the time appointed for the meeting, or
  - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the directors shall determine

- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting

17

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting
- (3) If there is only one director present and willing to act, he or she shall chair the meeting
- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

18

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

19

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
  - (a) by the person chairing the meeting, or
  - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- (2)

- (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded
- (3)
  - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
  - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)
  - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
  - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)
  - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
  - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
  - (c) The poll must be taken within thirty days after it has been demanded.
  - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
  - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

### **Content of proxy notices**

20

- (1) Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which
  - (a) states the name and address of the member appointing the proxy,
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and

- (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

## **21 Delivery of proxy notices**

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

## **22 Written resolutions**

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible member,
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement

- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

- 23 Every member, whether an individual or an organisation, shall have one vote.
- 24 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- 25.
- (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity
- (2) The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity
- (3) Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation

### **Directors**

- 26
- (1) A director must be a natural person aged 16 years or older
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 37.
- 27 The minimum number of directors shall be three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 28 The first directors shall be those persons notified to Companies House as the first directors of the charity
- 29 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors
- 30
- (1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors

- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors

### **Appointment of directors**

- 31 The charity may by ordinary resolution appoint a person who is willing to act to be a director
- 32 No person may be appointed a director at any general meeting unless
- (1) he or she is recommended for election by the directors; or
  - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that
    - (a) is signed by a member entitled to vote at the meeting,
    - (b) states the member's intention to propose the appointment of a person as a director,
    - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
    - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed
- 33 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director.
34. The directors may appoint a person who is willing to act to be a director
- 35.
- (1) In any case where, as a result of death the Company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director
  - (2) For the purposes of paragraph (1), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member
- 36 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors

### **Disqualification and removal of directors**

37. A director shall cease to hold office if he or she
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
  - (2) is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision),



- (3) ceases to be a member of the charity,
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect), or
- (6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated; or
- (7) is removed by a resolution of the directors passed by a majority of the directors then holding office

### **Remuneration of directors**

38. The directors must not be paid any remuneration unless it is authorised by article 7

### **39 Proceedings of directors**

- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles
- (2) Any director may call a meeting of the directors
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (4) Questions arising at a meeting shall be decided by a majority of votes
- (5) In the case of an equality of votes, the person who is chairing the meeting shall not have a second or casting vote
- (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants

40

- (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made "**Present**" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants
- (2) The quorum shall be two or such larger number as may be decided from time to time by the directors
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote

- 41 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting

42.

- (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment
- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors

43

- (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

#### **Delegation**

44

- (1) The directors may delegate any of their powers or functions to a committee of two or more persons but the terms of any delegation must be recorded in the minute book. A majority of the members of such a committee must be directors.
- (2) The directors may impose conditions when delegating, including the conditions that
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
  - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors
- (3) The directors may revoke or alter a delegation
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

#### **Validity of directors' decisions**

45

- (1) Subject to article 45(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director
  - (a) who was disqualified from holding office,
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;

- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

- (d) the vote of that director, and

- (e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting

- (2) Article 45(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 45(1), the resolution would have been void, or if the director has not complied with article 8.

### **Seal**

- 46. If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director

### **Minutes**

- 47 The directors must keep minutes of all
  - (1) appointments of officers made by the directors;
  - (2) proceedings at meetings of the charity;
  - (3) meetings of the directors and committees of directors including
    - (a) the names of the directors present at the meeting,
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions

### **Accounts**

- 48
  - (1) The directors must prepare for each financial year accounts as required by the Companies Acts
  - (2) The directors must keep accounting records as required by the Companies Acts.

### **Annual Report and Return and Register of Charities**

- 49
  - (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:

- (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission,
  - (c) preparation of an Annual Return and its transmission to the Commission
- (2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities

#### **Means of communication to be used**

50

- (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

51 Any notice to be given to or by any person pursuant to the articles

- (1) must be in writing; or
- (2) must be given in electronic form

52

- (1) The charity may give any notice to a member either
  - (a) personally, or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
  - (c) by leaving it at the address of the member, or
  - (d) by giving it in electronic form to the member's address, or
  - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting
- (2) A member who does not register an address with the charity shall not be entitled to receive any notice from the charity.

53 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

54

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given
  - (a) 48 hours after the envelope containing it was posted, or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent

### **Indemnity**

55.

- (1) The charity shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- (2) In this article a "**relevant director**" means any director or former director of the charity.

### **Rules**

56

- (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity
- (2) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (3) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity
- (4) The rules or bye laws shall be binding on all members of the charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### **Disputes**

- 57 If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

### **Dissolution**

58

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall

on or before the dissolution of the charity be applied or transferred in any of the following ways.

- (a) directly for the Objects, or
  - (b) by transfer to any charity or charities for purposes similar to the Objects, or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects
- (2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred
- (a) directly for the Objects, or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 58(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission

### Interpretation

59 In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 45 "**connected person**" means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director,
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above,
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above,
- (4) an institution which is controlled
  - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above, or
  - (b) by two or more persons falling within sub-clause 4(a), when taken together;
- (5) a body corporate in which
  - (a) the director or any connected person falling within paragraphs (1) to (3) has a substantial interest; or

- (b) two or more persons falling within sub-clause 5(a) who, when taken together, have a substantial interest.
- (c) Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article

We, the undersigned, wish to form a company under the Companies Act 2006 under these Articles of Association.

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Name of each subscriber

Authentication by each subscriber

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Priscilla Mary Anne Reuel Tolkien

*Priscilla Tolkien*

Michael George Reuel Tolkien

*M.G.R Tolkien*

Christopher Reuel Tolkien

*C.R. Tolkien*

Baillie Jean Tolkien

*B. Tolkien*

Dated.

*2 January 2013*