

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8449985

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

ASTON STUDENTS' UNION TRADING LIMITED

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

Given at Companies House, Cardiff, on 18th March 2013



N08449985Y



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: 18/03/2013



X24FHTCA

*Company Name
in full:*

ASTON STUDENTS' UNION TRADING LIMITED

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**ASTON STUDENTS' UNION THE TRIANGLE
BIRMINGHAM
ENGLAND
B4 7ES**

I wish to adopt entirely bespoke articles

Proposed Officers

Company Secretary 1

Type: **Person**

Full forename(s): **MR GARY JOHN**

Surname: **MOULDER**

Former names:

Service Address recorded as Company's registered office

Consented to Act: **Y** *Date authorised:* **18/03/2013** *Authenticated:* **YES**

Company Director 1

Type: **Person**
Full forename(s): **MR GEORGE WILLIAM**

Surname: **DOWDING**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **11/07/1979** Nationality: **BRITISH**

Occupation: **MARKETING MANAGER**

Consented to Act: **Y** Date authorised: **18/03/2013** Authenticated: **YES**

Company Director 2

Type: **Person**
Full forename(s): **MR GARY JOHN**

Surname: **MOULDER**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **26/08/1962** Nationality: **BRITISH**

Occupation: **CHIEF EXECUTIVE**

Consented to Act: **Y** Date authorised: **18/03/2013** Authenticated: **YES**

Company Director **3**

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

Surname: **PULLEN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **24/02/1989** Nationality: **BRITISH**

Occupation: **PRESIDENT**

Consented to Act: **Y** Date authorised: **18/03/2013** Authenticated: **YES**

Company Director **4**

Type: **Person**
Full forename(s): **MISS MARIE-SHIREEN**

Surname: **HADID**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **24/08/1989** Nationality: **ROMANIAN**

Occupation: **VICE PRESIDENT**

Consented to Act: **Y** Date authorised: **18/03/2013** Authenticated: **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	1
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0
		<i>Amount unpaid per share</i>	1

Prescribed particulars

(A) UNDER SECTIONS 284 AND 285 OF THE COMPANIES ACT 2006 (AS AMENDED) EACH SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION; ON A VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING, EACH MEMBER PRESENT IN PERSON (AND EVERY PROXY PRESENT WHO HAS BEEN DULY APPOINTED) HAS ONE VOTE; ON A VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EVERY MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD BY HIM (ALL OR ANY OF THE VOTING RIGHTS OF A MEMBER MAY BE EXERCISED BY ONE OR MORE DULY APPOINTED PROXIES BUT WHERE A MEMBER APPOINTS MORE THAN ONE PROXY, THIS DOES NOT AUTHORISE THE EXERCISE BY THE PROXIES TAKEN TOGETHER OF MORE EXTENSIVE VOTING RIGHTS THAN COULD BE EXERCISED BY THE MEMBER IN PERSON). (B) ANY DIVIDEND PAID WOULD BE PAYABLE TO THE SOLE MEMBER. (C) ANY CAPITAL DISTRIBUTION MADE OTHER THAN ON WINDING UP WOULD BE PAYABLE TO THE SOLE MEMBER; ON A WINDING UP THE SINGLE SHARE IN ISSUE CARRIES THE RIGHT TO A REPAYMENT OF CAPITAL OF UP TO £1 PAID UP CAPITAL AND ALL REMAINING ASSETS OF THE COMPANY, AFTER PAYING THE DEBTS OF THE COMPANY AND THE COSTS OF WINDING UP, SHALL BE PAID TO THE SOLE MEMBER. (D) THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1
		<i>Total aggregate nominal value</i>	1

Initial Shareholdings

Name: MAXIMILLIAN CHARLES PULLEN

<i>Address:</i>	ASTON STUDENTS' UNION THE TRIANGE BIRMINGHAM ENGLAND B4 7ES	<i>Class of share:</i>	ORDINARY
		<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	1
		<i>Amount paid:</i>	0

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **THE LONDON LAW AGENCY LIMITED**

Agent's Address: **THE OLD EXCHANGE 12 COMPTON ROAD
WIMBLEDON, LONDON
UNITED KINGDOM
SW19 7QD**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **THE LONDON LAW AGENCY LIMITED**

Agent's Address: **THE OLD EXCHANGE 12 COMPTON ROAD
WIMBLEDON, LONDON
UNITED KINGDOM
SW19 7QD**

The Companies Act 2006
Company Limited by Shares

**Memorandum
of
Aston Students' Union Trading Limited**

**Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
Telephone: 020 7551 7777
www.bwbllp.com
205178/0003/000930079/Ver.01**

The Companies Act 2006

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of Aston Students' Union Trading 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 and to take at least one share.

Name of each subscriber

Authentication by each subscriber

Maximilian Pullen For and on Behalf of Aston Students' Guild (operating as Aston Students' Union) A registered charity with charity number: 1144169	Date: 18 March 2013
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The Companies Acts 1985 to 2006

Company Limited by Shares

Articles of Association

of

Aston Students' Union Trading Limited

Bates Wells & Braithwaite London LLP

2-6 Cannon Street

London EC4M 6YH

Telephone: 020 7551 7777

www.bwbllp.com

205178/0003/000930079/Ver.01

The Companies Act 2006
Company Limited by Shares

Articles of Association

of

Aston Students' Union Trading Limited

Interpretation

1. In these Articles:
- 1.1 “address” includes any number or address used for the purpose of sending or receiving documents by electronic means;
- 1.2 “the Articles” means these articles of the company;
- 1.3 “clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.4 “Companies Acts” has the meaning given to it in section 2 of the Companies Act 2006;
- 1.5 “electronic means” has the meaning given to it in the Companies Act 2006;
- 1.6 “the Union” means Aston Students’ Guild, registered charity number 1144169 (operating with the working name Aston Students’ Union) or any other charitable body which succeeds to its charitable purposes; and
- 1.7 “Secretary” means the secretary of the company, if any.
- 1.8 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when the Articles become binding on the company.
- 1.9 The model articles for a private company limited by shares shall not apply to and are expressly excluded from the Articles except where they are expressly included.

Shares

2. Subject to the provisions of the Companies Acts any share may be issued with such rights or restrictions as the company may by ordinary resolution determine. The directors are prohibited from exercising any power to allot shares, grant rights to subscribe for or to convert any security into shares.

3. No share shall be transferred except with the consent of the Union who may in its absolute discretion and without giving any reason decline to register any transfer of any share.

Membership

4. Becoming and ceasing to be a member

- 4.1 On the date of adoption of these Articles, the sole member of the company shall be the Union, an unincorporated association. The Union shall be a member of the company through the person of its President from time to time and shall notify the company in writing of the name of its President from time to time. The membership rights of the Union may be exercised by the Union itself or by its President from time to time.
- 4.2 On the date of adoption of these Articles, the Union is in the process of establishing an incorporated successor body to which it intends to transfer part or all of its undertaking ("Incorporated Union"). If the Union transfers part or all of its undertaking to Incorporated Union, the Union shall automatically cease to be a member of the company and the directors shall simultaneously admit the Incorporated Union as the sole member of the company. The President of Incorporated Union may act as its authorised representative at any meeting of the company and may exercise (on behalf of Incorporated Union) the same powers as Incorporated Union could exercise if it were an individual member.
- 4.3 In the event that the Union goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all its assets or an order made or a resolution passed for its winding up the Union's or the Incorporated Union's membership shall automatically cease, and the directors shall after consultation (as far as practicable) with representatives of the former Union or Incorporated Union admit any other person willing to become the member of the company to membership.
- 4.4 Except as specified in Articles 4.2 and 4.3, the directors shall not have power to admit new members of the company.
- 4.5 An organisation admitted to membership under Article 4.3 which is an unincorporated organisation shall be a member through the person of its nominated representative from time to time. The organisation shall notify the company in writing of the name of its nominated representative. The membership rights may be exercised by the organisation itself or by its nominated representative.
- 4.6 An organisation admitted to membership under Article 4.3 which is an incorporated body ("a Corporate Member"), may by resolution of its directors or other governing body authorise a person or persons to act as its authorised representative or representatives at any meeting of the company. Evidence of the appointment of a representative must be provided in the form of:
 - 4.6.1 an original or certified copy of the resolution of the directors or other governing body of the Corporate Member;
 - 4.6.2 a letter confirming the appointment of the representative on the letterhead of the Corporate Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or

4.6.3 such other form as the directors may reasonably require.

4.7 A person authorised under Article 4.6 may exercise (on behalf of the Corporate Member) the same powers as the Corporate Member could exercise if it were an individual member.

5. Meetings and company resolutions

5.1 Decisions of the Union in respect of the company can be made:

5.1.1 by the Union (either itself or via its President) notifying the company of a decision the Union has made. Such notifications shall be in writing and made within 14 days of the date of the decision;

5.1.2 by passing a written resolution in accordance with the provisions of the Companies Acts; or

5.1.3 by passing a resolution at a general meeting convened and held in accordance with the provisions of the Companies Acts.

5.2 Communications in relation to written resolutions shall be sent to the company's auditors in accordance with the Companies Acts.

Directors

Composition of the Board

6. There shall be no maximum number of directors and the minimum shall be four. The four directors shall comprise the following persons:

6.1 the President of the Union, ex officio;

6.2 the Chief Executive of the Union, ex officio;

6.3 the Vice President for Finance Media and Entertainment of the Union, ex officio; and

6.4 the Marketing Manager of the Union, ex officio.

Appointment and removal of directors

7. The directors shall be appointed and may be removed by service on the director and the Secretary, if any, of a written notice signed by the duly authorised representative of the Union.

8. The office of a director shall be vacated if:

8.1 he or she is removed by the Union in accordance with Article 7; or

8.2 he or she ceases to be a director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a director; or

8.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

- 8.4 the directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office; or
- 8.5 he or she resigns his or her office by notice to the company; or
- 8.6 he or she shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his or her office be vacated.

Powers of directors

- 9. Subject to the provisions of the Companies Acts and the Articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 10. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

Delegation of directors' powers

- 11. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

Remuneration of directors

- 12. The directors shall be entitled to such remuneration as the company may determine provided that any remuneration of a director who is also a trustee of the Union must be authorised by the Union's constitution or permitted under the Charities Act 2011 or the Education Act 1994 or any statutory modification or re-enactment thereof.

Directors' expenses

- 13. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties.

Directors' appointments

- 14. Subject to the provisions of the Companies Acts a director:

- 14.1 may be a director or other officer of, or employed by the Union or any body corporate promoted by the company or in which the company is otherwise interested provided that no director who is also a trustee of the Union shall be remunerated or receive other benefits in respect of such employment or office unless authorised by the Union's constitution or permitted under the Charities Act 2011 or the Education Act 1994 or any statutory modification or re-enactment thereof; and
- 14.2 shall not, by reason of his or her office, be accountable to the company for any benefit which he or she derives from any such office or employment and no transaction or arrangement of the company shall be liable to be avoided on the ground of any such benefit provided the directors' conflicts of interest procedure in these Articles have been followed.

Proceedings of directors

15. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
16. The quorum for the transaction of the business of the directors may be fixed by the Union and unless so fixed at any other number shall be two.
17. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, 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 calling a general meeting.
18. The directors may appoint one of their number to be the chair of the board of directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she is present. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair of the meeting.
19. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
20. The directors may hold meetings by telephone or by using any televisual or other electronic or virtual method agreed by resolution of the directors in which all participants may communicate simultaneously with all other participants.
21. The directors may take a unanimous decision without a directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each director or to which each director has otherwise indicated agreement in writing.

Directors' conflicts of interest procedure

- 22. Subject to Articles 23 and 24, a director shall not vote at a meeting of directors or of a committee of directors or participate in decision making outside a meeting if he or she has an interest in the matter to be decided which conflicts or may conflict with the interests of the company. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
- 23. The company may by ordinary resolution authorise a director's conflict of interest either generally or in respect of a particular matter following which provided the interest is not a personal financial interest the director shall be entitled to vote and be counted in the quorum.
- 24. The directors have power to authorise a director to be in a position of conflict of interest provided:
 - 24.1 in relation to the decision to authorise a conflict of interest, the conflicted director must comply with Article 22;
 - 24.2 in authorising a conflict of interest, the directors can decide the manner in which the conflict of interest may be dealt with and, for the avoidance of doubt, they can decide that the director with a conflict of interest can participate in a vote on the matter and can be counted in the quorum; and
 - 24.3 the decision to authorise a conflict of interest can impose such terms as the directors think fit and is subject always to their right to vary or terminate the authorisation.
- 25. If a matter, or office, employment or position, has been authorised by the company or the directors in accordance with Articles 23 or 24 respectively then, even if he or she has been authorised to remain at the meeting by the company or (as appropriate) the other directors, the director may absent himself or herself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.
- 26. A director shall not be accountable to the company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the company or the directors in accordance with Articles 23 or 24 respectively (subject to any limits or conditions to which such approval was subject).
- 27. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and provided he or she is not for another reason precluded from voting each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.

Secretary

- 28. The Secretary shall be the Chief Executive of the Union, ex officio.
- 29. If there is no Secretary:

- 29.1 anything authorised or required to be given or sent to, or served on, the company by being sent to its Secretary may be given or sent to, or served on, the company itself, and if addressed to the Secretary shall be treated as addressed to the company; and
- 29.2 anything else required or authorised to be done by or to the Secretary of the company may be done by or to a director, or a person authorised generally or specifically in that behalf by the directors.

Minutes

- 30. The Secretary shall cause minutes to be made in books kept for the purpose:
 - 30.1 of all appointments of officers made by the directors; and
 - 30.2 of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting;
- and the Secretary shall cause all written resolutions of the Union as sole member and of the directors to be kept in such books.

Accounts

- 31. Accounts shall be prepared in accordance with the Companies Acts.

Notices

- 32. Subject to the provisions of the Companies Acts and these Articles, any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic means to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the directors need not be in writing.
- 33. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his, her or its registered address or by leaving it at that address or by electronic means to an address provided for that purpose.
- 34. A member present in person or by proxy at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 35. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a document sent by electronic means has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given 48 hours after the envelope containing it was posted or in the case of a notice sent by electronic means 48 hours after the time it was sent.

Winding up

- 36. If the company is wound up all remaining assets of the company after paying the debts of the company and the costs of winding up shall be paid to the Union.

Indemnity

37. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Liability of members

38. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.