



FILE COPY

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

Company No. 8570544

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

**HAMPSHIRE HOSPITALS CONTRACT SERVICES
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/Wales

Given at Companies House on **14th June 2013**



N08570544K



Companies House



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

IN01

Application to register a company



Companies House

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, please use form
LLP01

MONDAY



RC2 10/06/2013 #20
A09 31/05/2013 #106
COMPANIES HOUSE

Part 1 Company details

A1	Company name	Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
	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	
	Please show the proposed company name below	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
Proposed company name in full	Hampshire Hospitals Contract Services Limited	
For official use		

A2	Company name restrictions	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
	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 <input type="checkbox"/> 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	

A3	Exemption from name ending with 'Limited' or 'Cyfyngedig'	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
	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 <input type="checkbox"/> 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	

A4	Company type	4 Company type If you are unsure of your company's type, please go to our website www.companieshouse.gov.uk
	Please tick the box that describes the proposed company type and members' liability (only one box must be ticked) <input type="checkbox"/> Public limited by shares <input checked="" type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Private unlimited with share capital <input type="checkbox"/> Private unlimited without share capital	

IN01

Application to register a company

A5

Situation of registered office

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

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

Registered office

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

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

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

A6

Registered office address

Please give the registered office address of your company

Building name/number BASINGSTOKE AND NORTH HAMPSHIRE HOSPITAL
 Street Aldermaston Road
 Post town Basingstoke
 County/Region Hampshire
 Postcode R G 2 4 9 N A

Registered office address

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

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

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

A7

Articles of association

Please choose one option only and tick one box only

- Option 1 I wish to adopt one of the following model articles in its entirety Please tick only one box
☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company
- Option 2 I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box
☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company
- Option 3 ☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

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

A8

Restricted company articles

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

☐

Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

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*	Mrs
Full forename(s)	Camille Christine Agnes
Surname	Thiriet
Former name(s) ②	Chopin

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 ①**

Building name/number	Hampshire Hospitals NHS Foundation Trust
Street	Aldermaston Road
Post town	Basingstoke
County/Region	Hampshire
Postcode	R G 2 4 9 N A
Country	United-Kingdom

① 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 ①**

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

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


① Signature

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

IN01

Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
	Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
C2	Location of the registry of the corporate body or firm		
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③			
Registration number			
C4	Non-EEA companies		
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
Registration number			
C5	Signature ⑤		
	I consent to act as secretary of the proposed company named in Section A1		
Signature	Signature 		⑤ Signature The person named above consents to act as corporate secretary 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*	Mr
Full forename(s)	David
Surname	French
Former name(s) ^②	
Country/State of residence ^③	United Kingdom
Nationality	British
Date of birth	d2 d5 m1 m0 y1 y9 y6 y8
Business occupation (if any) ^④	Chief Financial Officer

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	Hampshire Hospitals NHS Foundation Trust
Street	Aldermaston Road
Post town	Basingstoke
County/Region	Hampshire
Postcode	R G 2 4 9 N A
Country	United- Kingdom

⑤ Service address

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


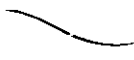

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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>   
-----------	---

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 ●	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	
Title*	Mrs	
Full forename(s)	Camille Christine Agnes	
Surname	Thiriet	
Former name(s) ●	Chopin /	
Country/State of residence ●	United- Kingdom	
Nationality	French	
Date of birth	<div> <div>d2</div> <div>d0</div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y5</div> </div>	
Business occupation (if any) ●	General Legal Counsel and Company Secretary /	

● 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.

● 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.

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

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

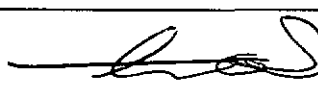
Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address ●	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Hampshire Hospitals NHS Foundation Trust	
Street	Aldermaston Road	
Post town	Basingstoke	
County/Region	Hampshire /	
Postcode	<div> <div>R</div> <div>G</div> <div>2</div> <div>4</div> <div>9</div> <div>N</div> <div>A</div> </div>	
Country	United-Kingdom	

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

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

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①	
	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	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		
	① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ②	
	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		
	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
E5	Signature ⑤	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; padding: 5px;"> Signature <div style="font-size: 2em; font-weight: bold;">X</div> </div> <div style="border: 1px solid black; padding: 5px;"> <div style="font-size: 2em; font-weight: bold;">X</div> </div> </div>	
	⑤ Signature The person named above consents to act as corporate director of the proposed company	

IN01

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
Ordinary	1	n/a	100	£ 100
				£
				£
				£
Totals				£ 100

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

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

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

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 100

Total aggregate nominal value ④ £100

③ 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 premium

② Number of shares issued multiplied by nominal value of each share

④ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Ordinary shares

Prescribed particulars
1

Normal voting rights and rights to dividends

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

IN01

Application to register a company

Class of share		
Prescribed particulars ①		<p>● Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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 Hampshire Hospitals NHS Foundation Trust	Ordinary	100	£	£1	n/a	£100
Address Aldermaston Road, Basingstoke, RG24 9NA, Hampshire						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

1 Name

Please use capital letters.

2 Address

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

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1

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

IN01

Application to register a company

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	

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?


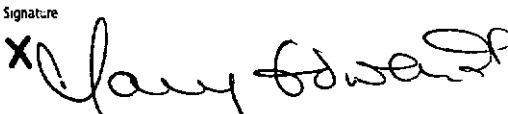
- No Go to Section H1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section H2 (Statement of compliance delivered by an agent)

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 FOR AND ON BEHALF OF HAMPSHIRE HOSPITALS	Signature X 	X
Subscriber's signature NHS FOUNDATION TRUS	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	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2		Statement of compliance delivered by an agent	
Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association			
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
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	Camille Thinet
Company name	Hampshire Hospitals NHS
Foundation Trust	
Address	Aldermaston Road
Post town	Basingstoke
County/Region	Hampshire
Postcode	R G 2 4 9 N A
Country	United Kingdom
DX	
Telephone	01256 314918



Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agent's 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.



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

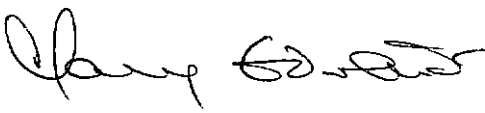
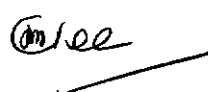
For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk.

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk.

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of Hampshire Hospitals Contract Services Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Hampshire Hospitals NHS Foundation	 *
Trust	 *

Dated

7 June 2013

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

Articles of Association

of

HAMPSHIRE HOSPITALS CONTRACT SERVICES LIMITED

CONTENTS

1. INTERPRETATION AND LIMITATION OF LIABILITY	3
1 1 Defined terms	3
1 2 Liability of Shareholders	5
2. DIRECTORS	6
2 1 Directors powers and responsibilities	6
2 2 Decision-making by Directors	6
2 3 Unanimous decisions	7
2 4 Calling of a Director's meeting	7
2 5 Participation in Directors' meetings	7
2 6 Quorum for Directors' meetings	8
2 7 Chairing of Directors' meetings	8
2 8 Casting vote	8
2 9 Conflicts of interest	8
2 10 Record of decisions	9
2 11 Directors' discretion to make further rules	9
3. APPOINTMENT OF DIRECTORS	9
3 1 Methods of appointing Directors	9
3 2 Termination of Director's appointment	10
3 3 Directors' remuneration	10
3 4 Directors' expenses	10
4. COMPANY SECRETARY	11
5. SHARES AND DISTRIBUTIONS	11
5 1 Shares	11
5 2 Dividends and other distributions	13
5 3 Capitalisation of Profits	14
6. DECISION MAKING BY SHAREHOLDERS	15
7. ADMINISTRATIVE ARRANGEMENTS	20
7 1 Means of communication to be used	20
7 2 No right to inspect accounts and other records	20
7 3 Irregularities	21
8. OFFICERS' INDEMNITY AND INSURANCE	21
8 1 Indemnity	21
8 2 Insurance	21

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HAMPSHIRE HOSPITALS CONTRACT SERVICES LIMITED (the "Company")

1. INTERPRETATION AND LIMITATION OF LIABILITY

1.1 Defined terms

In these Articles, unless the context requires otherwise

"Articles"	means the Company's articles of association,
"Bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
"Chairman"	The Founder Director appointed to chair a Directors' meeting
"Chairman of the Meeting"	has the meaning given in article 6 1 3(c),
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,
"Conflict"	a situation in which a Director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
"Director"	means a director of the Company, and includes any person occupying the position of director, by whatever name called,
"Distribution Recipient"	means, in respect of a Share in respect of which a dividend or other sum is payable (a) the Holder of the Share, or (b) if the Share has two or more joint Holders, whichever of them is named first in the register of members, or (c) if the Holder is no longer entitled to the Share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee
"Document"	includes, unless otherwise specified, any Document sent or

supplied in Electronic Form,

"Electronic Form"	has the meaning given in section 1168 of the Companies Act 2006,
"Eligible Directors"	are Directors who would have been entitled to vote on a matter proposed as a resolution at a Directors' meeting,
"Founder Director"	shall mean a Director appointed by the Founder Shareholder,
"Founder Shareholder"	shall mean the subscriber Shareholder of the Company and any entities which may succeed it
"Fully Paid"	in relation to a Share, means that the nominal value and any premium to be paid to the Company in respect of that Share have been paid to the Company,
"Hard Copy Form"	has the meaning given in section 1168 of the Companies Act 2006,
"Holder"	in relation to Shares means the person whose name is entered in the register of members as the Holder of the Shares,
"Interested Director"	Any Director which would be breaching his duty under section 175 of the Act to avoid conflicts of interest unless he is authorised to Participate in a Directors' meeting in accordance with Article 2 9 1 and 2 9 2
"Instrument"	means a Document in Hard Copy Form,
"Officer"	means a Director or former Director of the Company, the Company's secretary or former company secretary
"Ordinary Resolution"	has the meaning given in section 282 of the Companies Act 2006,
"Paid"	means paid or credited as paid,
"Participate"	in relation to a directors' meeting, has the meaning given in article 10,
"Proxy Notice"	has the meaning given in article 6 2 4(a),
"Shareholder"	means a person who is the Holder of one or more Share,
"Shares"	means Shares in the Company,
"Special Resolution"	has the meaning given in section 283 of the Companies Act 2006,

“Transmittee” means a person entitled to a Share by reason of the death or bankruptcy of a Shareholder or otherwise by operation of law, and

“Writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise

1 1 1 Unless expressly provided otherwise in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles

1 1 2 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

1 1 3 Unless expressly provided otherwise in these Articles, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of

(a) any subordinate legislation made under it, whether before or after the date of adoption of these Articles, and

(b) any amendment or re-enactment, whether before or after the date of adoption of these Articles and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts

1 1 4 Any words following the terms **including**, **include**, **in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms

1 1 5 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by, or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory Instrument or other subordinate legislation

1 1 6 Articles 7 2, 11, 14, 17 2, 17 3, 30 5, 30 7 and 49 of the Model Articles shall not apply to the Company

(a)

1.2 Liability of Shareholders

The liability of the Shareholders is limited to the amount, if any, unpaid on the Shares held by them

2. DIRECTORS

2.1 Directors powers and responsibilities

2 1 1 Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

2 1 2 Shareholders' reserved power

- (a) The Shareholders may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action
- (b) No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution

2 1 3 Delegation

- (a) Subject to the articles, the Directors may delegate any of the powers which are conferred on them under the articles—
 - to such person or committee,
 - by such means (including by power of attorney),
 - to such an extent,
 - in relation to such matters or territories, and
 - on such terms and conditions,as they think fit
- (b) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated
- (c) The Directors may revoke any delegation in whole or part, or alter its terms and conditions

2 1 4 Committees

- (a) committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors
- (b) The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

2.2 Decision-making by Directors

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 2 3

2.3 Unanimous decisions

- 2 3 1 A decision of the Directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they Share a common view on a matter
- 2 3 2 Such a decision may take the form of a resolution in Writing, copies of which have been signed by each Eligible Director or to which each Eligible Director has otherwise indicated agreement in Writing
- 2 3 3 A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at such a meeting

2.4 Calling of a Director's meeting

- 2 4 1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Company Secretary to give such notice
- 2 4 2 Notice of any Directors' meeting must indicate
 - (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) if it is anticipated that Directors Participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 2 4 3 Notice of a Directors' meeting must be given to each Director, but need not be in Writing
- 2 4 4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting

2.5 Participation in Directors' meetings

- 2 5 1 Subject to the Articles, Directors Participate in a Directors' meeting, or part of Directors' meeting, when
 - (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 2 5 2 In determining whether Directors are Participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other
- 2 5 3 If all the Directors Participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

2.6 Quorum for Directors' meetings

- 2 6 1 At a Directors' meeting no business shall be transacted not shall any proposals be voted on unless the meeting is quorate, except a proposal to call another meeting
- 2 6 2 The quorum for the transaction of business at a meeting of Directors is any two Eligible Directors, one of whom shall be a Founder Director or, where there is only one Director in office for the time being, that Director

2.7 Chairing of Directors' meetings

- 2 7 1 The Directors may appoint a Director amongst the Founder Directors to chair their meetings
- 2 7 3 The Directors may terminate the Chairman's appointment at any time
- 2 7 4 If the Chairman is not Participating in a Directors' meeting within ten minutes of the time at which it was to start, the Participating Directors must appoint another Founder Director to chair it

2.8 Casting vote

- 2 8 1 If the numbers of votes for and against a proposal are equal, the Chairman or any other Founder Director chairing the meeting has a casting vote
- 2 8 2 Article 2 8 1 above shall not apply if, in accordance with the Articles, the Chairman or other Founder Director is not to be counted as Participating in the decision-making process for quorum or voting purposes

2.9 Conflicts of interest

- 2 9 1 The Directors may, in accordance with the requirements set out in this Article 2 9, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an "**Interested Director**") breaching his duty under section 175 of the Act to avoid conflicts of interest
- 2 9 2 Any authorisation under this article 2 9 will be effective only if
- (a) to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles,
 - (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and
 - (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted

- 2 9 3 Any authorisation of a Conflict under this article 2 9 may (whether at the time of giving the authorisation or subsequently) impose on the Interested Director such conditions or limitations, or be granted subject to such terms, as the Directors may think fit for the purposes of dealing with the Conflict and the Interested Director will be obliged to conduct himself in accordance with any such terms and conditions
- 2 9 4 The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, before such revocation or variation, in accordance with the terms of such authorisation
- 2 9 5 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit that he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors in accordance with these Articles, by the Company or by these Articles (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

2.10 Record of decisions

- 2 10 1 The Directors must ensure that the Company keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority Decision taken by the Directors
- 2 10 2 Where decisions of the Directors are taken by electronic or telephonic means, such decisions shall be recorded by the Directors in a form that enables the Directors to retain a copy of such decisions

2.11 Directors' discretion to make further rules

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors

3. APPOINTMENT OF DIRECTORS

3.1 Methods of appointing Directors

- 3 1 1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director
- (a) by Ordinary Resolution,
 - (b) by a decision of the Directors, or
 - (c) by notice in Writing from the Founder Shareholder appointing one or more persons to be a Founder Director or Founder Directors of the Company
- 3 1 2 There shall be no maximum number of Directors but the number of Founder Directors shall at all times exceed the number of Directors not appointed by the Founder Shareholder

3.2 Termination of Director's appointment

3 2 1 A person ceases to be a Director as soon as

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms,
- (e) His/her contract of employment with a Shareholder terminates , or
- (f) In the case of a Founder Director, notification of the Director's removal is received by the Company from the Founder Shareholder

3.3 Directors' remuneration

3 3 1 Directors may undertake any services for the Company that the Directors decide

3 3 2 Directors are entitled to such remuneration as the Directors determine

- (a) for their services to the Company as Directors, and
- (b) for any other service which they undertake for the Company

3 3 3 Subject to the Articles, a Director's remuneration may

- (b) take any form, and
 - (c) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director
- (4) Unless the Directors decide otherwise, Directors' remuneration accrues from day to day

3.4 Directors' expenses

3 4 1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

- (a) meetings of Directors or committees of Directors,
- (b) general meetings, or

- (c) separate meetings of the Holders of any class of Shares or of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

4. COMPANY SECRETARY

The Directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and on such conditions as they may think fit and from time to time remove such person and, if the Directors so decide, appoint a replacement, in each case by a decision of the Directors

5. SHARES AND DISTRIBUTIONS

5.1 Shares

5.1.1 Shares to be Fully Paid up

- (a) No Share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue
- (b) This does not apply to Shares taken on the formation of the Company by the subscribers to the Company's memorandum

5.1.2 Powers to issue different classes of Shares

- (a) Subject to the Articles, but without prejudice to the rights attached to any existing Share, the Company may issue Shares with such rights or restrictions as may be determined by Ordinary Resolution
- (b) The Company may issue Shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the Shareholder, and the Directors may determine the terms, conditions and manner of redemption of any such Shares

5.1.3 Company not bound by less than absolute interests

Except as required by law, no person is to be recognised by the Company as holding any Share upon any trust, and except as otherwise required by law or the Articles, the Company is not in any way to be bound by or recognise any interest in a Share other than the Shareholder's absolute ownership of it and all the rights attaching to it

5.1.4 Share certificates

- (a) The Company must issue each Shareholder, free of charge, with one or more certificates in respect of the Shares which that Shareholder holds
- (b) Every certificate must specify
 - in respect of how many Shares, of what class, it is issued,
 - the nominal value of those Shares,
 - that the Shares are Fully Paid, and

- any distinguishing numbers assigned to them
- (c) No certificate may be issued in respect of Shares of more than one class
- (d) If more than one person holds a Share, only one certificate may be issued in respect of it
- (e) Certificates must be executed in accordance with the Companies Acts

5 1 5 Replacement Share certificates

- (a) If a certificate issued in respect of a Shareholder's Share is
 - damaged or defaced, or
 - said to be lost, stolen or destroyed, that Shareholder is entitled to be issued with a replacement certificate in respect of the same Shares
- (b) A Shareholder exercising the right to be issued with such a replacement certificate
 - may at the same time exercise the right to be issued with a single certificate or separate certificates,
 - must return the certificate which is to be replaced to the Company if it is damaged or defaced, and
 - must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide

5 1 6 Share transfers

- (a) Shares may be transferred by means of an Instrument of transfer in any usual form or any other form approved by the Directors, which is executed by or on behalf of the transferor
- (b) No fee may be charged for registering any Instrument of transfer or other Document relating to or affecting the title to any Share
- (c) The Company may retain any Instrument of transfer which is registered
- (d) The transferor remains the Holder of a Share until the transferee's name is entered in the register of Shareholders as Holder of it
- (e) The Directors may refuse to register the transfer of a Share, and if they do so, the Instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

5.2 Dividends and other distributions

5.2.1 Procedure for declaring dividends

- (a) The Company may by Ordinary Resolution declare dividends, and the Directors may decide to pay interim dividends
- (b) A dividend must not be declared unless the Directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the Directors
- (c) No dividend may be declared or paid unless it is in accordance with Shareholders' respective rights
- (d) Unless the Shareholders' resolution to declare or Directors' decision to pay a dividend, or the terms on which Shares are issued, specify otherwise, it must be paid by reference to each Shareholder's holding of Shares on the date of the resolution or decision to declare or pay it
- (e) The Directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment

5.2.2 Payment of dividends and other distributions

- (a) Where a dividend or other sum which is a distribution is payable in respect of a Share, it must be paid by one or more of the following means
 - transfer to a bank or building society account specified by the Distribution Recipient either in Writing or as the Directors may otherwise decide,
 - sending a cheque made payable to the distribution recipient by post to the Distribution Recipient at the Distribution Recipient's registered address (if the distribution recipient is a Holder of the Share), or (in any other case) to an address specified by the Distribution Recipient either in Writing or as the Directors may otherwise decide,
 - sending a cheque made payable to such person by post to such person at such address as the Distribution Recipient has specified either in Writing or as the Directors may otherwise decide, or
 - any other means of payment as the Directors agree with the Distribution Recipient either in Writing or by such other means as the Directors decide

5.2.3 Non-cash distributions

- (a) Subject to the terms of issue of the Share in question, the Company may, by Ordinary Resolution on the recommendation of the Directors, decide to pay all or part of a dividend or other distribution payable in respect of a Share by transferring non-cash assets of equivalent value (including, without limitation, Shares or other securities in any Company)

- (b) For the purposes of paying a non-cash distribution, the Directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution
 - fixing the value of any assets,
 - paying cash to any Distribution Recipient on the basis of that value in order to adjust the rights of recipients, and
 - vesting any assets in trustees

5.2.4 Waiver of distributions

Distribution Recipients may waive their entitlement to a dividend or other distribution payable in respect of a Share by giving the Company notice in Writing to that effect, but if:

- (a) the Share has more than one Holder, or
- (b) more than one person is entitled to the Share, whether by reason of the death or bankruptcy of one or more joint Holders, or otherwise, the notice is not effective unless it is expressed to be given, and signed, by all the Holders or persons otherwise entitled to the Share

5.3 Capitalisation of Profits

5.3.1 Authority to capitalise and appropriation of capitalised sums

- (a) Subject to the Articles, the Directors may, if they are so authorised by an Ordinary Resolution
 - decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's Share premium account or capital redemption reserve, and
 - appropriate any sum which they so decide to capitalise (a "**Capitalised Sum**") to the persons who would have been entitled to it if it were distributed by way of dividend (the "**Persons Entitled**") and in the same proportions
- (b) Capitalised sums must be applied
 - on behalf of the Persons Entitled, and
 - in the same proportions as a dividend would have been distributed to them
- (c) Any Capitalised Sum may be applied in paying up new Shares of a nominal amount equal to the capitalised sum which are then allotted credited as Fully Paid to the persons entitled or as they may direct
- (d) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted credited as Fully Paid to the persons entitled or as they may direct

- (e) Subject to the articles the Directors may
- apply capitalised sums in accordance with paragraphs (c) and (d) partly in one way and partly in another,
 - make such arrangements as they think fit to deal with Shares or debentures becoming distributable in fractions under this article (including the making of cash payments to avoid having to issue of fractional Shares), and
 - authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of Shares and debentures to them under this Article

6. DECISION MAKING BY SHAREHOLDERS

6.1 Organisation of General Meetings

6.1.1 Attendance and speaking at general meetings

- (a) 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
- (b) A person is able to exercise the right to vote at a general meeting when
- that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 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
- (c) 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
- (d) 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
- (e) Two or more persons who are not in the same place as each other attend a general meeting 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

6.1.2 Quorum for general meetings

- (a) No business other than the appointment of the Chairman of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum
- (b) Where the Company has only one Shareholder for the time being, one qualifying person (as defined in section 318 of the Act) present at the meeting shall be a quorum. In any other case, the quorum shall be two

Shareholders present in person, by proxy or by authorised representative, one of whom shall be the Founder Shareholder

6.1.3 Chairing general meetings

- (a) If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so
- (b) If the Directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the Directors present must appoint a Director, who shall be a Founder to chair the meeting, and the appointment of the Chairman of the Meeting must be the first business of the meeting
- (c) The person chairing a meeting in accordance with this article is referred to as “the Chairman of the Meeting”

6.1.4 Attendance and speaking by Directors and non-Shareholders

- (a) Directors may attend and speak at general meetings, whether or not they are Shareholders
- (b) The Chairman of the Meeting may permit other persons who are not Shareholders of the Company, or otherwise entitled to exercise the rights of Shareholders in relation to general meetings to attend and speak at a general meeting

6.1.5 Adjournment

- (a) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the Meeting must adjourn it
- (b) The Chairman of the Meeting may adjourn a general meeting at which a quorum is present if
 - the meeting consents to an adjournment, or
 - it appears to the Chairman of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- (c) The Chairman of the Meeting must adjourn a general meeting if directed to do so by the meeting
- (d) When adjourning a general meeting, the Chairman of the Meeting must
 - either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and

- have regard to any Directions as to the time and place of any adjournment which have been given by the meeting
- (e) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
- to the same persons to whom notice of the Company's general meetings is required to be given, and
 - containing the same information which such notice is required to contain
- (f) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

6.2 Voting at General Meetings

6.2.1 Voting General

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

6.2.2 Errors and disputes

- (a) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- (b) Any such objection must be referred to the Chairman of the Meeting, whose decision is final

6.2.3 Poll votes

- (a) A poll on a resolution may be demanded
- in advance of the general meeting where it is to be put to the vote, or
 - at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- (b) A poll may be demanded by
- the Chairman of the Meeting,
 - the Directors,
 - two or more having the right to vote on the resolution, one of whom shall be a Founder Shareholder or its representative, or
 - a person or persons representing not less than one tenth of the total voting rights of all the Shareholders having the right to vote on the resolution

- (c) A demand for a poll may be withdrawn if
 - the poll has not yet been taken, and
 - the Chairman of the Meeting consents to the withdrawal
- (d) Polls must be taken immediately and in such manner as the Chairman of the Meeting directs

6.2.4 Written resolutions

- (a) A written resolution of the Company passed in accordance with this Article shall have effect as if passed by the Company in general meeting
 - A written resolution is passed as an Ordinary Resolution if it is passed by a simple majority of the total voting rights of eligible Shareholders
 - A written resolution is passed as a Special Resolution if it is passed by Shareholders representing not less than 75% of the total voting rights of eligible Shareholders. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution
- (b) In relation to a resolution proposed as a written resolution of the Company the eligible Shareholders are the Shareholders who would have been entitled to vote on the resolution on the circulation date of the resolution
- (c) A Shareholders' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution
- (d) A copy of the written resolution must be sent to every Shareholder together with a statement informing the Shareholder how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts
- (e) A Shareholder signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution
 - If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature
 - If the Document is sent to the Company by electronic means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner agreed by the Directors or if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement or if it is from an email address notified by the member to the Company for the purposes of receiving Documents or information by electronic means
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- (f) A written resolution is passed when the required majority of eligible Shareholders have signified their agreement to it
- (g) A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

6.2.5 Content of proxy notices

- (a) Proxies may only validly be appointed by a notice in Writing (a “**Proxy Notice**”) which
 - states the name and address of the Shareholder appointing the proxy,
 - identifies the person appointed to be that Shareholder’s proxy and the general meeting in relation to which that person is appointed,
 - is signed by or on behalf of the Shareholder appointing the proxy, or is authenticated in such manner as the Directors may determine, and
 - is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- (b) The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes
- (c) 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
- (d) Unless a Proxy Notice indicates otherwise, it must be treated as
 - 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
 - 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

6.2.6 Delivery of proxy notices

- (a) 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 Company by or on behalf of that person
- (b) An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given
- (c) 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
- (d) 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

6.2.7 Amendments to resolutions

- (a) An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if
 - notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the Meeting may determine), and
 - the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the resolution
- (b) A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if
 - the Chairman of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- (c) If the Chairman of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

7. ADMINISTRATIVE ARRANGEMENTS

7.1 Means of communication to be used

- 7.1.1 Subject to the Articles, anything sent or supplied by or to the Company 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 Company
- 7.1.2 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
- 7.1.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

7.2 No right to inspect accounts and other records

Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a Shareholder

7.3 Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it

8. OFFICERS' INDEMNITY AND INSURANCE

8.1 Indemnity

8 1 1 Subject to paragraph 8 1 2, a relevant Officer of the Company may be indemnified out of the Company's assets against

- (a) any liability incurred by that Officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company,
- (b) any liability incurred by that Officer in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that in the actual or purported execution and/or discharge of his duties, or in relation to them

8 1 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

8.2 Insurance

8 2 1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Officer in respect of any relevant loss

8 2 2 In this Article a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Officer in connection with that Officer's duties or powers in relation to the Company, any pension fund or employees' Share scheme of the Company