



FILE COPY

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

Company No. 8733443

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

FINANCIAL MARKETS LAW COMMITTEE

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

Given at Companies House on **15th October 2013**



N08733443J



Companies House



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

IN01

Application to register a company



Companies House
COMPANIES HOUSE

FEE PAID



£100 002769

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

X What this form is NOT for
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01

TUESDAY



LD1

L2J1995M

15/10/2013

#20

Part 1 Company details

A1 Company name

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

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

Financial Markets Law Committee

For official use

8733433

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① **Duplicate names**
Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions ①

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

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

② **Company name restrictions**
A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ①

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

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

② **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4 Company type ①

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

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

② **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5	Situation of registered office ①		① Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence For England and Wales companies, the address must be in England or Wales For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively								
Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked) <input checked="" type="checkbox"/> England and Wales <input type="checkbox"/> Wales <input type="checkbox"/> Scotland <input type="checkbox"/> Northern Ireland											
A6	Registered office address ②		② Registered office address You must ensure that the address shown in this section is consistent with the situation indicated in section A5 You must provide an address in England or Wales for companies to be registered in England and Wales You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively								
Please give the registered office address of your company <table border="1"> <tr> <td>Building name/number</td> <td>8</td> </tr> <tr> <td>Street</td> <td>Lothbury</td> </tr> <tr> <td>Post town</td> <td>London</td> </tr> <tr> <td>County/Region</td> <td></td> </tr> <tr> <td>Postcode</td> <td>E C 2 R 7 H H</td> </tr> </table>		Building name/number		8	Street	Lothbury	Post town	London	County/Region		Postcode
Building name/number	8										
Street	Lothbury										
Post town	London										
County/Region											
Postcode	E C 2 R 7 H H										
A7	Articles of association ③		③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk								
Option 1	Please choose one option only and tick one box only I wish to adopt one of the following model articles in its entirety Please tick only one box <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> 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 <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company										
Option 3	<input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application										
A8	Restricted company articles ④		④ Restricted company articles Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk								
Please tick the box below if the company's articles are restricted <input type="checkbox"/>											

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Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

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

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1. For a corporate director, go to Section E1.

Secretary

B1 Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B.

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

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

B2 Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

B3 Signature ④

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

Signature	<div style="border: 1px solid black; padding: 5px; display: inline-block;"> Signature X </div>
-----------	--

④ Signature
The person named above consents to act as secretary of the proposed company.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	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	<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 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	
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	
	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)	
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		
	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	
C5	Signature ⑤	
	I consent to act as secretary of the proposed company named in Section A1	
Signature	Signature <div style="font-size: 2em; font-weight: bold;">X</div>	⑤ Signature The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	Mr	
Full forename(s)	Graham Beattie	
Surname	Nicholson	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Date of birth	<div> <div>d2</div> <div>d2</div> <div>m0</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y4</div> <div>y9</div> </div>	
Business occupation (if any) ④	Chief legal advisor	

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

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

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

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


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

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

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

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

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

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

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

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Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	
Title*	The Rt Hon the Lord Walker of Gestingthorpe	
Full forename(s)	Robert	
Surname	Walker	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Date of birth	<div>d1</div> <div>d7</div> <div>m0</div> <div>m3</div> <div>y1</div> <div>y9</div> <div>y3</div> <div>y8</div>	
Business occupation (if any) ④	Judge of the Court of Final Appeal of Hong Kong	

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

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

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

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

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

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

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

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

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



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

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

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Application to register a company

Corporate director

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

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

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

F2 Share capital in other currencies

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

Please complete a separate table for each currency

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

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

F3 Totals

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

Total number of shares

Total aggregate
nominal value ❹

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

❶ Including both the nominal value and any
share premium

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

Continuation Pages
Please use a Statement of Capital continuation
page if necessary

❸ Total number of issued shares in this class

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Application to register a company

F4

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

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

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share		
Prescribed particulars ❶		<p>❶ 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>

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Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

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

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Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to **Part 5** (Statement of compliance)**G1****Subscribers**

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

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

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

1 Name

Please use capital letters

2 Address

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

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's detailsForename(s) **1**

GRAHAM BEATTIE

Surname **1**

NICHOLSON

Address **2**

The Company's Registered Office

Postcode

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

Amount guaranteed **3**

£1

Subscriber's detailsForename(s) **1**

ROBERT

Surname **1**

WALKER

Address **2**

The Company's Registered Office

Postcode

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

Amount guaranteed **3**

£1

Subscriber's detailsForename(s) **1**Surname **1**Address **2**

Postcode

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

Amount guaranteed **3**

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Application to register a company

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters

❷ Address

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

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

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

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


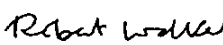
H1

Statement of compliance delivered by the subscribers ^①

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

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

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

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

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2		Statement of compliance delivered by an agent	
		Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with		
Agent's signature	Signature X	X	

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 **Mark Wagh**

Company name **The Bank of England**

Address **Threadneedle Street**

Post town **London**

County/Region

Postcode **E C 2 R 8 A H**

Country **UK**

DX

Telephone **02076015688**



Certificate

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

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



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

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



Important information

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



How to pay

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



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


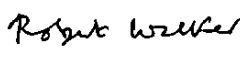
For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

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

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of Financial Markets Law Committee

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

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Graham Beattie Nicholson	
Robert Walker	

Dated 15 October 2013

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

FINANCIAL MARKETS LAW COMMITTEE

The company's name

- 1 The company's name is Financial Markets Law Committee (and in this document it is called the 'company')
- 1A The model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 shall not apply to the company

Interpretation

- 2 In these articles

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the company,

'the articles' means the company's articles of association,

'the Charity Commission' means the Charity Commission for England and Wales (or any entity which may from time to time perform the functions of the same),

'the Committee' means the committee known as the Financial Markets Law Committee and referred to at article 5(5A),

'the company' means the company intended to be regulated by the articles,

'clear days' in relation to the period of a notice means a 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,

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

'the directors' means the directors of the company,

'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,

'officers' includes the directors and the secretary (if any),

'secretary' means any person appointed to perform the duties of the secretary of the company,

'the United Kingdom' means Great Britain and Northern Ireland, and

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

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

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

Liability of members

- 3 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for

- (1) payment of the company's debts and liabilities incurred before he, she or it ceases to be a member,
- (2) payment of the costs, charges and expenses of winding up, and
- (3) adjustment of the rights of the contributories among themselves

Objects

- 4 The company's objects ('Objects') are specifically restricted to promoting for the public benefit the upholding and proper administration of the law and the advancement of education by, without limitation

- (1) identifying and considering, impartially and in the public interest, issues of legal uncertainty or misunderstanding relating to the functioning and regulation of financial markets,
- (2) making recommendations to and collaborating with governmental and regulatory authorities on such issues, and
- (3) making its work on those legal issues freely available to financial markets and to the general public

Powers

- 5 The company has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so In particular, the company has power

- (1) To raise funds In doing so, the company must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations
- (2) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use
- (3) To sell, lease or otherwise dispose of all or any part of the property belonging to the company In exercising this power, the company must comply as appropriate with sections 117 and 122 of the Charities Act 2011
- (4) To borrow money and to charge the whole or any part of the property belonging to the company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation The company must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land
- (5) To co-operate with charities, voluntary bodies and statutory authorities and to exchange information and advice with them
- (5A) To maintain and support the committee ("the Committee") known as the Financial Markets Law Committee, to be chaired by the chairman of the company, and to set the terms of reference of that Committee
- (6) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects
- (7) To acquire, merge with or to enter into any partnership or joint venture arrangement with any charity
- (8) To set aside income as a reserve against future expenditure but only in accordance with a written policy regarding reserves
- (9) To employ and remunerate such staff as are necessary for carrying out the work of the company, including a chief executive whose duties will include those of the Director of the Committee
- (9A) The company may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article
- (10) To
 - (a) deposit or invest funds,
 - (b) employ a professional fund-manager, and

- (c) arrange for the investments or other property of the company to be held in the name of a nominee,
in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000
- (11) To provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011
- (12) To pay out of the funds of the company the costs of forming and registering the company both as a charity and as a company

Application of income and property

- 6 (1) The income and property of the company shall be applied solely towards the promotion of the Objects
- (2) (a) A director is entitled to be reimbursed from the property of the company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the company
- (b) A director may benefit from trustee indemnity insurance cover purchased at the company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011
- (c) A director may receive an indemnity from the company in the circumstances specified in article 55
- (d) A director may not receive any other benefit or payment unless it is authorised by article 7
- (3) Subject to article 7, none of the income or property of the company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the company

Benefits and payments to company directors and connected persons

- 7 (1) No director or connected person may
 - (a) buy any goods or services from the company on terms preferential to those applicable to members of the public,
 - (b) sell goods, services, or any interest in land to the company,
 - (c) receive any remuneration from the company, or
 - (d) receive any other financial benefit from the company,

unless the payment or benefit is permitted by article 7(2) or authorised by the Court or the Charity Commission. In this article, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value

- (2) (a) A director or connected person may enter into a contract for the supply of services (including professional services), or of goods that are supplied in connection with the provision of services, to the company where that is permitted in accordance with and subject to the conditions in sections 185 to 188 of the Charities Act 2011
- (b) The company may pay reasonable and proper remuneration to a director (where such remuneration would not be authorised by article 7(2)(a) above) for any services provided to the company by the director under any contract of employment provided that
 - (i) the amount or maximum amount of the remuneration is set out in an agreement in writing between the company and the director,
 - (ii) the amount or maximum amount of the remuneration does not exceed what is reasonable in the circumstances,
 - (iii) before the company enters into any contract of employment with any director, the other directors must be satisfied that it is in the interests of the company to do so, rather than to enter into such an agreement or contract with someone who is not a director,
 - (iv) the director shall withdraw from any part of any meeting at which there is discussion of any matter relating to the director's employment and shall not be entitled to vote or count towards a quorum in respect of such matters,
 - (v) the reason for the directors' decision to enter into any contract of employment with the director shall be recorded in the minutes of the meeting, and
 - (vi) the total number of directors or connected persons which benefit under this article 7(2)(b) and under article 7(2)(a) must constitute a minority of the directors for the time being
- (c) A director or connected person may take part in the normal trading and fundraising activities of the company on the same terms as members of the public

Declaration of directors' interests

- 8 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the company or in any transaction or arrangement entered into by the company which has not previously been declared. If the board so requires, a director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the company and any personal interest (including but not limited to any personal financial interest). If such a conflict does arise, the director must not vote and is not to be counted when considering whether a quorum of directors is present at the meeting.

Conflicts of interests and conflicts of loyalties

- 9 (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles or in the Companies Acts, the unconflicted directors may authorise such a conflict of interests where the following conditions apply
- (a) if the board so requires, the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
 - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and
 - (c) the unconflicted directors consider it is in the interests of the company to authorise the conflict of interests in the circumstances applying
- (2) In this article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person
- (3) The duty to avoid conflicts of interest in section 175 of the Companies Act 2006 shall not apply in relation to the following descriptions of transaction or arrangement
- (a) any existing or proposed contract or arrangement for the employment or remuneration of a director by the company, provided that the contract or

arrangement is permitted under Article 7, or would be so permitted if it were entered into, or

- (b) any existing or proposed appointment of a director to office as a director of a wholly-owned subsidiary of the company, provided that due account has been taken of any guidance issued by the Charity Commission from time to time regarding the appointment of charity trustees as directors of trading subsidiaries

Members

- 10 (1) The subscribers to the memorandum are the first members of the company
- (2) Membership of the company is open to other individuals who are approved by the directors and become directors of the company
- (2A) The directors may also nominate up to three institutions, each of which shall be entitled to designate an individual as a member to represent the institution but such individual will not be a director. The directors may at any time withdraw the nomination of any institution so nominated following which they may nominate such institution in its place as the directors in their absolute discretion decide
- (3) Membership is not transferable
- (4) The directors must keep a register of names and addresses of the members

Termination of membership

- 11 Membership is terminated if

- (1) the member dies,
- (2) the member resigns by written notice to the company unless, after the resignation, there would be less than two members,
- (3) any sum due from the member to the company is not paid in full within six months of it falling due,
- (3A) (save in the case of a member appointed under article 10(2A)) the member ceases to be a director (but not where the member retires as a director and is immediately reappointed),
- (3B) (in the case of a member appointed under article 10(2A)) the institution withdraws its designation of the individual (in which case the directors may also invite the institution to designate another individual) or the directors withdraw the designation of the institution, or

-
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the company that his or her membership is terminated A resolution to remove a member from membership may only be passed if
- (a) the member has been given at least twenty-one clear days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed, and
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting

General meetings

- 12 The company shall not be bound to hold an annual general meeting
- 13 The directors may call a general meeting at any time

Notice of general meetings

- 14 (1) The minimum periods of notice required to hold a general meeting of the company are
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,
 - (b) fourteen clear days for all other general meetings
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted If the meeting is to be an annual general meeting, the notice must say so The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006
- (4) The notice must be given to all the members and to the directors and auditors
- 15 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the company

Proceedings at general meetings

- 16 (1) No business shall be transacted at any general meeting unless a quorum is present
- (2) A quorum is
- (a) two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or
- (b) one tenth of the total membership at the time,
- whichever is the greater
- 17 (1) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
- (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the directors shall determine
- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting
- 18 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a director nominated by the directors shall chair the meeting
- (3) If there is only one director present and willing to act, he or she shall chair the meeting
- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting
- 19 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

-
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting
- 20
- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
 - (a) by the person chairing the meeting,
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting, or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
 - (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
 - (b) The result of the vote must be recorded in the minutes of the company but the number or proportion of votes cast need not be recorded
 - (3)
 - (a) A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
 - (4)
 - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
 - (5)
 - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- (c) The poll must be taken within thirty days after it has been demanded
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

21 [left blank]

Written resolutions

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

Votes of members

23 Every member shall have one vote

24 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

25 [left blank]

Directors

- 26 (1) A director must be a natural person aged sixteen years or older
- (1A) Except in the case of the first directors referred to by article 28, no one may be appointed a director unless he or she is appointed to the Committee

- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 38
- 27 The minimum number of directors shall be two and (unless otherwise determined by ordinary resolution) the maximum shall be ten
- 28 The first directors shall be those persons notified to Companies House as the first directors of the company. The same people are the company's first members. The appointment of further directors is dealt with at article 33 below
- 28A A continuing director may act notwithstanding that the total number of directors for the time being is less than the minimum number required by Article 27 or is less than the quorum required by article 41, but in those circumstances the continuing director may not take any decision other than a decision to appoint a director and member
- 28B In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director and member
- 29 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors

Powers of directors

- 30 (1) The directors shall manage the business of the company and may exercise all the powers of the company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors

Retirement of directors

- 31 After an initial period of two years from incorporation, at each anniversary of the incorporation of the company one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office
- 32 The directors to retire by rotation shall (unless the directors otherwise agree) be determined by lot on the second anniversary of the incorporation of the company (the first scheduled date for retirements). In subsequent years, the directors to retire by rotation shall be those who have been longest in office since their last appointment. If

any directors became or were appointed directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot

32A A retiring director shall be eligible for reappointment

Appointment of directors

33 The company may by a decision of the directors appoint (or reappoint) a person who is willing to be a director

34—37 [left blank]

Disqualification and removal of directors

38 A director shall cease to hold office if he or she

- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
- (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011,
- (3) ceases to be a member of the company,
- (4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (5) resigns as a director by notice to the company (but only if at least two directors will remain in office when the notice of resignation is to take effect),
- (5A) ceases to be a Member of the Committee, or
- (6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated

Remuneration of directors

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

Proceedings of directors

- 40
- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles
 - (2) Any director may call a meeting of the directors
 - (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director

- (4) Questions arising at a meeting shall be decided by a majority of votes
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
 - (6) A meeting may be held by suitable electronic means, agreed by the directors, by which each participant may communicate with all the other participants
- 41
- (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants
 - (2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors
 - (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote
- 42
- If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting
- 43
- (1) The directors shall appoint a director to be the chairman of the company, and a director to be the deputy chairman of the company, in each case to serve for such period (not to exceed the period of his or her directorship) as may be agreed
 - (1A) The chairman and the deputy chairman of the company shall serve as Chairman and Deputy Chairman of the Committee
 - (2) The chairman and the deputy chairman shall, with the chief executive of the company, constitute a sub-committee with responsibility for determining the membership of the Committee
 - (3) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting
 - (4) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors

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

Delegation

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

Validity of directors' decisions

- 46 (1) Subject to article 46(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director
- (a) who was disqualified from holding office,
 - (b) who had previously retired or who had been obliged by the constitution to vacate office, or
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,
- if without
- (d) the vote of that director, and
 - (e) that director being counted in the quorum,

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

- (2) Article 46(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 46(1), the resolution would have been void, or if the director has not complied with article 8

Minutes

47 The directors must keep minutes of all

- (1) appointments of officers made by the directors,
- (2) proceedings at meetings of the company,
- (3) meetings of the directors and committees of directors including
 - (a) the names of the directors present at the meeting,
 - (b) the decisions made at the meetings, and
 - (c) where appropriate the reasons for the decisions

Accounts

- 48 (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- (2) The directors must keep accounting records as required by the Companies Act

Annual Report and Return and Register of Charities

- 49 (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the
- (a) transmission of a copy of the statements of account to the Charity Commission,
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Charity Commission,
 - (c) preparation of an Annual Return and its transmission to the Charity Commission
- (2) The directors must notify the Charity Commission promptly of any changes to the company's entry on the Central Register of Charities

Means of communication to be used

- 50 (1) Subject to the articles, anything sent or supplied by or to the 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
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 51 Any notice to be given to or by any person pursuant to the articles
- (1) must be in writing, or
- (2) must be given in electronic form
- 52 (1) The company may give any notice to a member either
- (a) personally,
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address,
- (c) by leaving it at the address of the member,
- (d) by sending it in electronic form to the member's address, or
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting
- (2) A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company
- 53 A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 54 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given
 - (a) forty-eight hours after the envelope containing it was posted, or
 - (b) in the case of an electronic form of communication, forty-eight hours after it was sent

Indemnity

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

Rules

- 56 (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the company
- (2) The rules or bye laws may regulate the following matters but are not restricted to them
 - (a) the conduct of members of the company in relation to one another, and to the company's employees and volunteers,
 - (b) the setting aside of the whole or any part or parts of the company's premises at any particular time or times or for any particular purpose or purposes,
 - (c) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles,
 - (d) generally, all such matters as are commonly the subject matter of company rules
- (3) The rules or bye laws shall be binding on all members of the company No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

Disputes

- 57 If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under these articles, and the dispute

cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

Dissolution

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

Interpretation of 'connected person'

- 59 In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 46, 'connected person' means
- (1) a child, parent, grandchild, grandparent, brother or sister of the director,
 - (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above,

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- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above,
 - (4) an institution which is controlled—
 - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above, or
 - (b) by two or more persons falling within sub-clause 4(a), when taken together,
 - (5) a body corporate in which—
 - (a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest, or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest

Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article