



**FILE COPY**

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

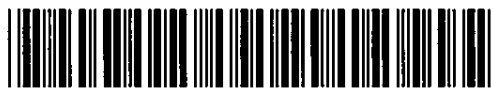
Company Number **9322563**

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

**1-5 PINETOPS MANAGEMENT COMPANY LIMITED**

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

Given at Companies House on **21st November 2014**



**\*N09322563H\***



**Companies House**



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

# IN01

## Application to register a company



214 496 / 40

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

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

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

TUESDAY



A15 18/11/2014 #164  
COMPANIES HOUSE

### Part 1 Company details

**A1**

#### Company name

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

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

Please show the proposed company name below

Proposed company  
name in full 1

1- 5 PINETOPS MANAGEMENT COMPANY LIMITED

For official use

9 3 2 2 5 6 3

#### ► Filling in this form

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

#### 1 Duplicate names

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

**A2**

#### Company name restrictions 2

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

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

#### 2 Company name restrictions

A list of sensitive or restricted  
words or expressions that require  
consent can be found in our  
guidance booklet GP1 at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A3**

#### Exemption from name ending with 'Limited' or 'Cyfyngedig' 3

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

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

#### 3 Name ending exemption

Only private companies that are  
limited by guarantee and meet other  
specific requirements are eligible to  
apply for this. For more details,  
please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A4**

#### Company type 4

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

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

#### 4 Company type

If you are unsure of your company's  
type, please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# IN01

## Application to register a company

**A5****Situation of registered office <sup>1</sup>**

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

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

**1 Registered office**

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

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

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

**A6****Registered office address <sup>2</sup>**

Please give the registered office address of your company

Building name/number

40

Street

High West Street

Post town

Dorchester

County/Region

Dorset

Postcode

D T 1 1 U R

**2 Registered office address**

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

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

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

**A7****Articles of association <sup>3</sup>**

Please choose one option only and tick one box only

Option 1

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

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

Option 2

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

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

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

**3** For details of which company type can adopt which model articles, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A8****Restricted company articles <sup>4</sup>**

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

☐**4 Restricted company articles**

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

## Application to register a company

### Proposed officers

**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**

## B1

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

Former name(s) 2

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

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

## B3

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

Signature \_\_\_\_\_

**X**

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 <sup>1</sup>

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Humphries Kirk Services Limited

Building name/number

40

Street

High West Street

Post town

Dorchester

County/Region

Dorset

Postcode

D T 1 1 U R

Country

<sup>1</sup> 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 <sup>2</sup>

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 <sup>3</sup>

England &amp; Wales

Registration number

05065842

<sup>2</sup> EEAA full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)<sup>3</sup> 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 <sup>4</sup>

Registration number

<sup>4</sup> 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 <sup>5</sup>

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

Signature

Signature

*[Handwritten Signature]*

FOR HUMPHRIES KIRK SERVICES LIMITED

<sup>5</sup> 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)	William John
Surname	Seaby
Former name(s) 2	
Country/State of residence 3	United Kingdom
Nationality	British
Date of birth	d <sup>0</sup> d <sup>2</sup> m <sup>0</sup> m <sup>6</sup> y <sup>1</sup> y <sup>9</sup> y <sup>6</sup> y <sup>3</sup>
Business occupation (if any) 4	Director

## 1 Appointments

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

## 2 Former name(s)

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

## 3 Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

## 4 Business occupation

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

## Additional appointments

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

D2

## Director's service address 5

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

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

## 5 Service address

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

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

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

D3

## Signature 6

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

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="font-family: cursive; font-size: 1.5em;">W Seaby</div> <div style="margin-left: 20px;">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 <sup>1</sup>

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

Title*	
Full forename(s)	
Surname	
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	
Nationality	
Date of birth	<div>d</div> <div>d</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>
Business occupation (if any) <sup>4</sup>	

**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 <sup>5</sup>

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	
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 <sup>6</sup>

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

Signature	<div>Signature</div> <div>×</div> <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

## Corporate director

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



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

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

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

Please complete a separate table for each currency

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

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share 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	
Total aggregate nominal value <sup>4</sup>	

**<sup>4</sup> Total aggregate nominal value**

Please list total aggregate values in different currencies separately. For example £100 + € 100 + \$10 etc

<sup>1</sup> Including both the nominal value and any share premium<sup>3</sup> Number of shares issued multiplied by nominal value of each share<sup>2</sup> Total number of issued shares in this class**Continuation Pages**

Please use a Statement of Capital continuation page if necessary

**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		
<b>Prescribed particulars</b> 1		<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"><li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li><li>b particulars of any rights, as respects dividends, to participate in a distribution,</li><li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li><li>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</li></ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b></p> <p>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 details**

Forename(s) <sup>1</sup>	William John									
Surname <sup>1</sup>	Seaby									
Address <sup>2</sup>	40 High West Street									
	Dorchester, Dorset									
Postcode	D	T	1		1	U	R			
Amount guaranteed <sup>3</sup>	£1 ✓									

**Subscriber's details**

Forename(s) <sup>1</sup>										
Surname <sup>1</sup>										
Address <sup>2</sup>										
Postcode										
Amount guaranteed <sup>3</sup>										

**Subscriber's details**

Forename(s) <sup>1</sup>										
Surname <sup>1</sup>										
Address <sup>2</sup>										
Postcode										
Amount guaranteed <sup>3</sup>										

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## Application to register a company

Subscriber's details	
Forename(s) <sup>1</sup>	
Surname <sup>1</sup>	
Address <sup>2</sup>	
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"/>
Amount guaranteed <sup>3</sup>	

Subscriber's details	
Forename(s) <sup>1</sup>	
Surname <sup>1</sup>	
Address <sup>2</sup>	
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"/>
Amount guaranteed <sup>3</sup>	

Subscriber's details	
Forename(s) <sup>1</sup>	
Surname <sup>1</sup>	
Address <sup>2</sup>	
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"/>
Amount guaranteed <sup>3</sup>	

Subscriber's details	
Forename(s) <sup>1</sup>	
Surname <sup>1</sup>	
Address <sup>2</sup>	
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"/>
Amount guaranteed <sup>3</sup>	

Subscriber's details	
Forename(s) <sup>1</sup>	
Surname <sup>1</sup>	
Address <sup>2</sup>	
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"/>
Amount guaranteed <sup>3</sup>	

### 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

**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 <sup>1</sup>**

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

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

**<sup>1</sup> Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance


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Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> 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	Humphries Kirk LLP
Building name/number	40 High West Street
Street	DORCHESTER
	Dorset
Post town	
County/Region	
Postcode	D T 1 1 U R
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X  X



**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

Jonathan Sherman

Company name

Humphries Kirk LLP

Address

40 High West Street

DORCHESTER

Dorset

Post town

County/Region

Postcode

D

T

1

1

U

R

Country

DX

DX 8703 - DORCHESTER

Telephone

01305 251007

**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](http://www.companieshouse.gov.uk)

**Where to send**

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

**For companies registered in England and Wales**

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

**For companies registered in Scotland**

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

**For companies registered in Northern Ireland**

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

**Section 243 exemption**

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

**Further information**

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

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

# COMPANY NOT HAVING A SHARE CAPITAL

## Memorandum of association of

1 - 5 Pinetops Management Company 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

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Name of each subscriber

Authentication by each subscriber

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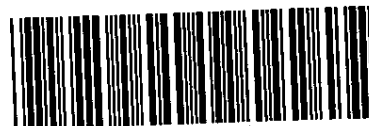
William John Seaby

W Seaby

Dated 6 / 11 / 2014

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07/11/2014

#363

COMPANIES HOUSE

**Company Number:**

**The Companies Act 2006**

**COMPANY LIMITED BY GUARANTEE**

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# **ARTICLES OF ASSOCIATION**

**1- 5 PINETOPS MANAGEMENT COMPANY LIMITED**

# **THE COMPANIES ACT 2006**

## **PRIVATE COMPANY LIMITED BY GUARANTEE**

### **ARTICLES OF ASSOCIATION OF**

#### **PINETOPS MANAGEMENT COMPANY LIMITED**

## **1. PRELIMINARY**

- 1 1 The model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) (the “**Model Articles**”) shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the “**Articles**”)
- 1 2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- 1 3 Model Articles 3, 9 2, 14, 17 1, 18(d) and (e), 19.5, 21, 22 11 and 30 4 do not apply to the Company
- 1 4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles
- 1 5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

## **2. DEFINED TERMS**

Model Article 1 shall be varied by the inclusion of the following definitions

“appointor” has the meaning given in Article 10 1,

“Managed Property” has the meaning given in Article 3 1,

“secretary” means the secretary of the Company, if any, appointed in accordance with Article 9 1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary,

“unit” means any commercial, industrial or residential unit comprised in any property held, managed or administered by the Company,

“unitholder” means the person or persons to whom a lease of a unit has been granted or assigned or the person or persons (other than the Company) who holds the freehold of a unit and so that whenever two or more persons are for the time being unitholders of a unit they shall for all purposes of these Articles be deemed to constitute one unitholder, and

“working day” means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered

### 3. OBJECTS

The Company's objects are

- (a) to acquire, hold, manage and administer the freehold or leasehold property or properties known as Pinetops, 44 Ringwood Road, St Ives, Ringwood, Dorset, BH24 2NY including without limitation to the generality of the foregoing any common areas, roads, accessways, footpaths, parking areas, drains, sewers, lighting, security and associated facilities ("**the Managed Property**") either on its own account or as trustee, nominee or agent of any other company or person,
- (b) to acquire and deal with and take options over any property, real or personal, including the Managed Property, and any rights or privileges of any kind over or in respect of any property, and to improve, develop, sell, lease, accept, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company,
- (c) to collect all rents, charges and other income and to pay any rates, taxes, charges, duties, levies, assessments or other outgoings of whatsoever nature charged, assessed, or imposed on or in respect of the Managed Property or any part of it,
- (d) to provide services of every description in relation to the Managed Property and to maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to the Managed Property and to arrange for the supply to it of services and amenities and the maintenance of the same and the cultivation, maintenance, landscaping and planting of any land, gardens and grounds comprised in the Managed Property and to enter into contracts with builders, tenants, contractors and others and to employ appropriate staff and managing or other agents accordingly,
- (e) to insure the Managed Property or any other property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against, and
- (f) to establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs, and other expenses incurred in the implementation of the Company's objects and to require the members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest and deal in and with such moneys not immediately required in such manner as may from time to time be determined

### 4. DIRECTORS' GENERAL AUTHORITY

The directors of the Company have control over the affairs and property of the Company and are responsible for management of the Company's business. The directors have authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out in Article 3 1

### 5. PROCEEDINGS OF DIRECTORS

- 5 1 Unless otherwise determined by members by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two

- 5 2 Subject to Article 5 3, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes
- 5 3 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes
- 5 4 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect of his, a director, notwithstanding his office -
- (a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
  - (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested, and
  - (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest

## **6. UNANIMOUS DECISIONS**

Model Article 8 2 shall be amended by the deletion of the words "copies of which have been signed by each eligible director" and the substitution of the following "where each eligible has signed one or more copies of it" in its place Model Article 8 2 shall be read accordingly

## **7. APPOINTMENT OF DIRECTORS**

- 7 1 Save for persons who are deemed to have been appointed as the first directors of the Company on incorporation pursuant to section 16(6) of the Companies Act 2006, no person who is not a member of the Company is eligible to hold office as a director.
- 7 2 Any member of the Company 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, or
  - (b) by a decision of the directors.

## **8. TERMINATION OF DIRECTOR'S APPOINTMENT**

In addition to the events terminating a director's appointment set out in Model Articles 18(a) to (c) inclusive and (f), a person ceases to be a director as soon as.-

- (a) that person is, or may be suffering from mental disorder and either -

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom, or
- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have,
- (b) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office, or
- (c) he ceases to be a member.

## 9. SECRETARY

The directors may appoint a secretary to the Company for such period, for such remuneration and upon such conditions as they think fit; and any secretary so appointed by the directors may be removed by them

## 10. ALTERNATE DIRECTORS

- 10 1 Any director (the “**appointor**”) may appoint as an alternate any other director, or any other member approved by a decision of the directors, to.-
  - (a) exercise that director's powers, and
  - (b) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor
- 10 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors  
The notice must -
  - (a) identify the proposed alternate, and
  - (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor
- 10 3 An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Model Article 8, as the alternate's appointor
- 10 4 Except as these Articles specify otherwise, alternate directors -
  - (a) are deemed for all purposes to be directors;
  - (b) are liable for their own acts or omissions,
  - (c) are subject to the same restrictions as their appointors; and
  - (d) are not deemed to be agents of or for their appointors

- 10 5 A person who is an alternate director but not a director:-
- (a) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and
  - (b) may sign or otherwise signify his agreement in writing to a written resolution in accordance with Model Article 8 (but only if that person's appointor has not signed or otherwise signified his agreement to such written resolution)
- No alternate may be counted as more than one director for such purposes
- 10 6 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's appointor as the appointor may direct by notice in writing made to the Company
- 10 7 Model Article 20 is modified by the deletion of each of the references to "directors" and the replacement of each such reference with "directors and/or any alternate directors"
- 10 8 An alternate director's appointment as an alternate terminates -
- (a) when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
  - (b) on the occurrence in relation to the alternate of any even which, if it occurred in relation to the alternate's appointor would result in the termination of the appointor's office as director,
  - (c) on the death of his appointor,
  - (d) when his appointor's appointment as a director terminates, or
  - (e) when he ceases to be a member

## **11. MEMBERSHIP**

- 11 1 Save as is otherwise provided in this Article 11, no persons other than unitholders may be registered as members of the Company
- 11 2 The subscribers to the Memorandum of Association shall be members of the Company
- 11 3 Each subscriber to the Memorandum of Association shall, if not himself a unitholder, cease to be a member as soon as unitholders for all the units have become members.
- 11 4 Every unitholder shall, on signing a written consent, be entitled to be registered as a member of the Company. If two or more persons together constitute one unitholder, the first such person to deliver a signed written consent to the Company shall be entitled to registration as a member and no other persons constituting the unitholder shall be entitled to registration as members
- 11 5 A mortgagee in possession is entitled to be registered as a member in place of a unitholder on serving a notice in writing to the Company requesting such registration, together with a certificate confirming that possession has been taken of that unitholder's unit and an official copy of the Charges Register of Title to the unit showing the mortgagee in possession as the registered proprietor of the charge under which



possession was taken. On service of such notice and accompanying documents, the unitholder shall cease to be a member of the Company and the mortgagee in possession shall be entered in the Register of Members of the Company in place of that unitholder.

11 6 If a member dies or is adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member provided that he or they shall for the time being be a unitholder.

11 7 A member may not resign while holding, whether alone or jointly with others, an interest in any unit. A member's membership of the Company terminates on the disposal by him of his interest in a unit and the registration of a successor.

## **12. WRITTEN RESOLUTION OF MEMBERS**

12 1 Subject to Article 12 2, a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.

12 2 The following may not be passed as a written resolution and may only be passed at a general meeting -

(a) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and

(b) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.

12 3 Subject to Article 12 4, on a written resolution every member has one vote in respect of each unit in which that member has a freehold or leasehold interest.

12 4 No member may vote on a written resolution unless all moneys currently due and payable by that member to the Company have been paid.

## **13. NOTICE OF GENERAL MEETINGS**

13 1 Every notice convening a general meeting of the Company must comply with the provisions of -

(a) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting, and

(b) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.

13 2 Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company.

## **14. QUORUM AT GENERAL MEETINGS**

14 1 If and for so long as the Company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by proxy or, in the event that the member is a corporation, by corporate representative, is a quorum.

14 2 If and for so long as the Company has two or more members, two members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum

14 3 Model Article 27 1 is modified by the addition of a second sentence as follows -

“If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor, or alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved ”

## **15. VOTING AT GENERAL MEETINGS**

15 1 Subject to Article 15 2 below, on a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representative has one vote in respect of each unit in which that member has a freehold or leasehold interest

15 2 No member may vote on a resolution in general meeting unless all moneys currently due and payable by that member to the Company have been paid

15 3 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs

## **16. DELIVERY OF PROXY VOTES**

Model Article 31 1 is modified, such that a “proxy notice” (as defined in Model Article 31 1) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote, and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid

## **17. COMMUNICATIONS**

17 1 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website

17 2 A member whose registered address is not within the United Kingdom and who gives to the Company an address at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notice from the Company

17 3 If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting

17 4 If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.

17 5 If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website

17 6 For the purposes of this Articles 17 3 to 17 6, no account shall be taken of any part of a day that is not a working day

## **18. COMPANY SEALS**

18 1 Model Article 35 1 is modified, such that any common seal of the Company may be used by the authority of the directors or any committee of directors

18 2 Model Article 35 3 is modified by the deletion of all words which follow the “,” after the word “document” and their replacement with “the document must also be signed by.-

(a) one authorised person in the presence of a witness who attests the signature, or

(b) two authorised persons”

## **19. RULES**

19 1 The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating -

(a) the conduct of members of the Company in relation to one another, and to the Company’s officers and employees,

(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 and committees of the Company (in so far as such procedure is not governed by these Articles), and

(d) any and all other matters as are commonly the subject matter of company rules

19 2 The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article

19 3 Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force

19 4 The Company in general meeting may alter or repeal any rules made by the directors in accordance with this Article

19 5 Nothing in this Article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies

The model articles of association for private companies limited by guarantee as contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) apply to the company save in so far as they are excluded or modified. These model articles of association for private companies limited by guarantee are reprinted below.

**Companies Act 2006  
Model Articles  
Private Company Limited by Guarantee**

**PART 1  
INTERPRETATION AND LIMITATION OF LIABILITY**

**1 Defined Terms**

In the 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'** has the meaning given in article 12,

**'chairman of the meeting'** has the meaning given in article 25

**'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,

**'director'** means a director of the company, and includes any person occupying the position of director, by whatever name called,

**'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,

**'member'** has the meaning given in section 112 of the Companies Act 2006,

**'ordinary resolution'** has the meaning given in section 282 of the Companies Act 2006

**'participate'**, in relation to a directors' meeting, has the meaning given in article 10,

**proxy notice** has the meaning given in article 31,

**'special resolution'** has the meaning given in section 283 of the Companies Act 2006,

**'subsidiary'** has the meaning given in section 1159 of the Companies Act 2006, 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

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company

**2 Liability of Members**

The liability of each member is limited to £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 is a member or within one year after he ceases to be a member, for

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves

**PART 2 – DIRECTORS**

**DIRECTORS' POWERS AND RESPONSIBILITIES**

**3 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

**Members' Reserve Power**

4.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action

4.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

**5 Directors May Delegate**

5.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

- (a) to such person or committee,
- (b) by such means (including by power of attorney),
- (c) to such an extent,
- (d) in relation to such matters or territories, and
- (e) on such terms and conditions,

as they think fit

5.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

5.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

## **6 Committees**

- 6 1 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
- 6 2 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

## **DECISION-MAKING BY DIRECTORS**

### **7. Directors to Take Decisions Collectively**

- 7 1 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 8
- 7 2 If
- (a) the company only has one director, and
  - (b) no provision of the articles requires it to have more than one director,
- the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making

### **8 Unanimous Decisions**

- 8 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
- 8 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
- 8 3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
- 8 4 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

### **9. Calling a Directors' Meeting**

- 9 1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice
- 9 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

9 3 Notice of a directors' meeting must be given to each director, but need not be in writing

9 4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

### **10. Participation in Directors' Meetings**

- 10 1 Subject to the articles, directors participate in a directors' meeting, or part of a 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

10 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

10 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

### **11 Quorum for Directors' Meetings**

11 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

11 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two

11 3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors

<b>12</b>	<b>Chairing of Directors' Meetings</b>	(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries,
12 1	The directors may appoint a director to chair their meetings	
12 2	The person so appointed for the time being is known as the chairman	(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities and
12 3	The directors may terminate the chairman's appointment at any time	
12 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 one of themselves to chair it	(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors
<b>13.</b>	<b>Casting Vote</b>	14 5
13 1	If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote	For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting
13 2	But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes	14 6
<b>14</b>	<b>Conflicts of Interest</b>	Subject to paragraph 14 7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive
14 1	If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes	14 7
14 2	But if paragraph 14 3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes	If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes
14 3	This paragraph applies when	<b>15 Records of Decisions to be Kept</b>
	(a) the company by ordinary resolution disappplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process	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
	(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or	<b>16 Directors' Discretion to Make Further Rules</b>
	(c) the director's conflict of interest arises from a permitted cause	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
14 4	For the purposes of this article, the following are permitted causes	<b>APPOINTMENT OF DIRECTORS</b>
		<b>17 Methods of Appointing Directors</b>
		17 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, or
		(b) by a decision of the directors

17 2 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

17 3 For the purposes of paragraph 17 2, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

## 18. Termination of Director's Appointment

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) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) 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

## 19 Directors' Remuneration

19 1 Directors may undertake any services for the company that the directors decide

19 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

19 3 Subject to the articles, a director's remuneration may

- (a) take any form, and
- (b) 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

19 4 Unless the directors decide otherwise, directors' remuneration accrues from day to day

19 5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

## 20. Directors' Expenses

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 debentures of the company,
- (d) or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

## PART 3 MEMBERS BECOMING AND CEASING TO BE A MEMBER

### 21 Applications for Membership

No person shall become a member of the company unless

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application

### 22. Termination of Membership

22 1 A member may withdraw from membership of the company by giving 7 days' notice to the company in writing

22 2 Membership is not transferable

22 3 A person's membership terminates when that person dies or ceases to exist

## ORGANISATION OF GENERAL MEETINGS

### 23. Attendance and Speaking at General Meetings

23 1 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

23 2 A person is able to exercise the right to vote at a general meeting when

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

23 3 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

23 4 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

23 5 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

#### 24. Quorum for General Meetings

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

#### 25. Chairing General Meetings

25 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

25 2 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

- (a) the directors present, or
- (b) (if no directors are present), the meeting,
- (c) must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

25 3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

#### 26. Attendance and Speaking by Directors and Non-Members

26 1 Directors may attend and speak at general meetings, whether or not they are members

26 2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting

#### Adjournment

27 1 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

27 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

- (a) the meeting consents to an adjournment, or
- (b) 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

27 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

27 4 When adjourning a general meeting, the chairman of the meeting must

- (a) 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
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

27 5 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)

- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain

27 6 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

#### VOTING AT GENERAL MEETINGS

##### 28. 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



## 29 Errors and Disputes

- 29 1 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
- 29 2 Any such objection must be referred to the chairman of the meeting whose decision is final

## 30 Poll Votes

- 30 1 A poll on a resolution may be demanded
- (a) in advance of the general meeting where it is to be put to the vote, or
  - (b) 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
- 30 2 A poll may be demanded by
- (a) the chairman of the meeting,
  - (b) the directors
  - (c) two or more persons having the right to vote on the resolution or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution
- 30 3 A demand for a poll may be withdrawn if
- (a) the poll has not yet been taken, and
  - (b) the chairman of the meeting consents to the withdrawal
- 30 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

## 31 Content of Proxy Notices

- 31 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (a) states the name and address of the member appointing the proxy,
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
  - (c) is signed by or on behalf of the member appointing the proxy or is authenticated in such manner as the directors may determine, and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

31 2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

31 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

31 4 Unless a proxy notice indicates otherwise, it must be treated as

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

## 32. Delivery of Proxy Notices

32 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person

32 2 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

32 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

32 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

## Amendments to Resolutions

33 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

(a) 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

- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

33 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

33 3 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

#### PART 4 ADMINISTRATIVE ARRANGEMENTS

##### 34 Means of Communication to be Used

34 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

34 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

34 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

##### 35 Company Seals

35 1 Any common seal may only be used by the authority of the directors

35 2 The directors may decide by what means and in what form any common seal is to be used

35 3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also

be signed by at least one authorised person in the presence of a witness who attests the signature

35 4 For the purposes of this article, an authorised person is

(a) any director of the company,

(b) the company secretary (if any) or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

##### 36 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 member

##### 37. Provision for Employees on Cessation of Business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

##### DIRECTORS' INDEMNITY AND INSURANCE

##### 38 Indemnity

38 1 Subject to paragraph 38 2, a relevant director of the company or an associated company may be indemnified out of the company's assets against

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director in connection with the activities of the company or an associated 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 director as an officer of the company or an associated company

38 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

38 3 In this article

(a) companies are associated if one is a subsidiary of the other or both are

subsidiaries of the same body corporate,  
and

- (b) a 'relevant director' means any director or former director of the company or an associated company

**39 Insurance**

39 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

39 2 In this article

- (a) a "relevant director" means any director or former director of the company or an associated company,

- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate