



FILE COPY

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

Company Number **10157042**

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

BRMCO (224) LIMITED

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

Given at Companies House on **30th April 2016**



N101570427



Companies House



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

003622/460
IN01

Application to register a company

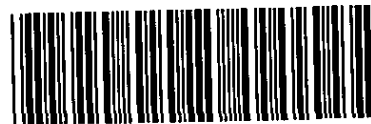
laserform

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 re-
a limited liability partnership. If
this, please use form LL IN01

THURSDAY



A16 14/04/2016 #57
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

Please show the proposed company name below

Proposed company
name in full ①

BRMCO (224) LIMITED

For official use

1 0 1 5 7 0 4 2

→ 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.gov.uk/companieshouse

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.gov.uk/companieshouse

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 or private
companies that are charities are
eligible to apply for this. For more
details, please go to our website
www.gov.uk/companieshouse

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.gov.uk/companieshouse

IN01

Application to register a company

A5

Situation of registered office ①

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

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

① Registered office

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

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

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

A6

Registered office address ②

Please give the registered office address of your company

Building name/number Gray Court, 99

Street Saltergate

Post town Chesterfield

County/Region Derbyshire

Postcode S 4 0 1 L D

② Registered office address

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

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

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

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

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

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

Option 2

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

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

Option 3

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

③ For details of which company type can adopt which model articles, please go to our website www.gov.uk/companieshouse

A8

Restricted company articles ④

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

☐

④ Restricted company articles

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

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-C4.

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

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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.

IN01

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

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 EEAA full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse**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

IN01

Application to register a company

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

Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4	
Title *	Mrs
Full forename(s)	Sarah Rebecca
Surname	Rowland
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m0 m7 y1 y9 y7 y5
Business occupation (if any) ⑤	Solicitor

- 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 (including maiden or married names) which have been used for business purposes in the last 20 years.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- ④ Month and year of birth**
Please provide month and year only.
- ⑤ 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 ⑥**

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	

- ⑥ 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.

IN01

Application to register a company

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

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4

Title *	
Full forename(s)	
Surname	
Former name(s) ②	
Country/State of residence ③	
Nationality	
Month/year of birth ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;">m</div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;">m</div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;">y</div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;">y</div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;">y</div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;">y</div>
Business occupation (if any) ⑤	

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ 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 ⑥**

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 style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;"></div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;"></div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;"></div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;"></div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;"></div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;"></div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;"></div> <div style="display: inline-block; width: 20px; height: 20px; border: 1px solid black; text-align: center; line-height: 20px;"></div>
Country	

⑥ 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.

IN01

Application to register a company

Corporate director**E1 Corporate director appointments ①**

	Please use this section to list all the corporate directors taken on formation						
Name of corporate body or firm							
Building name/number							
Street							
Post town							
County/Region							
Postcode							
Country							

① Additional appointments
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?
 → **Yes** Complete **Section E3** only
 → **No** Complete **Section E4** only

E3 EEA companies ②

	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register						
Where the company/firm is registered ③							
Registration number							

② EEA
A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register						
Legal form of the corporate body or firm							
Governing law							
If applicable, where the company/firm is registered ④							
If applicable, the registration number							

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)****F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary		£1 00	1	£ 1 00
				£
				£
				£
Totals			1	£ 1 00

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	1
Total aggregate nominal value ④	£1 00

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

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② 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

Ordinary Shares

Prescribed particulars

①

Each Ordinary Share shall on a poll have one vote and have equal right to receive a dividend and to participate in the distribution of assets on a winding up

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

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 1	

1 Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

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

IN01

Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Sarah Rebecca Rowland	Ordinary	1	Sterling	1 00	1 00	
Address Gray Court, 99 Saltergate Chesterfield Derbyshire S40 1LD						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to **Part 5** (Consent to act)**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**Surname **1**Address **2**

Postcode

Amount guaranteed **3****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3**

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Application to register a company

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

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

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

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

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

① **Name**
Please use capital letters

② **Address**
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5 Consent to act

H1

Consent statement

Please tick the box to confirm consent

☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

Part 6 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 I1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section I2** (Statement of compliance delivered by an agent)

I1

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

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

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

Continuation pages

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

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Application to register a company

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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	BRM Solicitors
Building name/number	Gray Court, 99
Street	Saltergate
Post town	Chesterfield
County/Region	Derbyshire
Postcode	S 4 0 1 L D
Country	England
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	<div>Signature X  X Agent for the Company</div>

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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 Sarah Rowland

Company name BRM Solicitors

Address Gray Court, 99

Saltergate

Post town Chesterfield

County/Region Derbyshire

Postcode S 4 0 1 L D

Country England

DX 12358 Chesterfield

Telephone 01246 555111

**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 I2)

**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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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 and day of birth

**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.gov.uk/companieshouse

**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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

Schedule 1

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of BRMCO (224) LIMITED

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

Name of each subscriber

Authentication by each subscriber

Sarah Rebecca Rowland



Dated 12th April 2016

Company No

THE COMPANIES ACT 2006
COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

BRMCO (224) LIMITED

PART 1

INTRODUCTION

1 Introduction

- 1 1 The articles constituting Schedule 1 to the Companies (Model Articles) Regulations 2008 ('Schedule 1') shall apply to the company except in so far as they are excluded or varied by these articles
- 1 2 Any expression defined in article 1 of Schedule 1 shall bear the same meaning in these articles unless the context requires otherwise

PART 2

DIRECTORS

2 Directors' decisions

- 2 1 For Article 13 of Schedule 1 there shall be substituted the following
'Exclusion of casting vote'
- 13 If the numbers of votes for and against a proposal are equal, no person shall have a second or casting vote'
- 2 2 In article 14 of Schedule 1, in paragraph (1) there shall be substituted for the words following 'in which a director is interested' the words 'that director is to be counted as participating in the decision-making process for quorum or voting purposes provided that the director discloses the interest in accordance with either Section 177 or Section 182 of the Act (as the case may be)'
- 2 3 In article 14 of Schedule 1, paragraphs (2) to (4) inclusive shall be omitted

3 Appointment and retirement of directors

- 3 1 The number of directors is not subject to any maximum, unless the company by ordinary resolution decides otherwise. The minimum number of directors is one
- 3 2 In article 18 of Schedule 1, in paragraph (f) there shall be substituted for the words 'notification is received by the company from the director' the words 'the director leaves at the company's registered office notification'

4 Appointment and removal of alternate directors

- 4 1 Any director (the 'appointor') may appoint as an alternate any other director, or any other person approved by resolution of the directors, to
 - 4 1 1 exercise that director's powers, and
 - 4 1 2 carry out that director's responsibilities,in relation to the taking of decisions by the directors in the absence of the alternate's appointor
- 4 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
- 4 3 The notice must
 - 4 3 1 identify the proposed alternate, and
 - 4 3 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

5 Rights and responsibilities of alternate directors

- 5 1 An alternate director has the same rights, in relation to any directors' decision-making process (including any directors' meeting or part of a directors' meeting), as the alternate's appointor
- 5 2 Except as the articles specify otherwise, alternate directors
 - 5 2 1 are deemed for all purposes to be directors,
 - 5 2 2 are liable for their own acts and omissions,
 - 5 2 3 are subject to the same restrictions as their appointors, and
 - 5 2 4 are not deemed to be agents of or for their appointors
- 5 3 A person who is an alternate director but not a director
 - 5 3 1 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
 - 5 3 2 may sign a written resolution (but only if it is not signed or to be signed by that person's appointor)No alternate may be counted as more than one director for such purposes
- 5 4 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company

6 Termination of alternate directorship

- An alternate director's appointment as an alternate terminates
 - 6 1 when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,
 - 6 2 on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,

- 6 3 on the death of the alternate's appointor, or
- 6 4 when the alternate's appointor's appointment as a director terminates, except that an alternate's appointment as an alternate does not terminate when the appointor retires by rotation at a general meeting and is then re-appointed as a director at the same general meeting

PART 3

ISSUE OF SHARES

7 Issue of shares

- 7 1 Article 21 of Schedule 1 shall be omitted
- 7 2 The directors may exercise the power to allot shares in the company, or to grant rights to subscribe for or to convert any security into shares in the company up to a maximum of £1,000, for a period of five years from the date of the incorporation of the company and afterwards in so far as this is necessary to comply with an offer or agreement made by the company before the expiry of the five year period
- 7 3 In article 22 of Schedule 1, in paragraph (1) there shall be substituted for the words following 'such rights or restrictions' the words 'as may be determined by special resolution or attach such rights or restrictions to existing shares'

8 Company's lien over shares

- 8 1 This article applies to any share (whether partly or fully paid) registered in the name (whether as sole or joint holder) of any person indebted or under liability to the company
- 8 2 The company has a lien ('the company's lien') over every share to which this article applies for any sum which has not been paid to the company, and which is payable immediately or at some time in the future (including but not limited to any part of that share's nominal value and any premium at which it was issued), whether or not a call notice has been sent in respect of it
- 8 3 The company's lien over a share takes priority over any third party's interest in that share, and extends to any dividend or other money payable by the company in respect of that share and (if the lien is enforced and the share is sold by the company) the proceeds of sale of that share
- 8 4 The directors may at any time decide that a share which is or would otherwise be subject to the company's lien shall not be subject to it, either wholly or in part

9 Enforcement of the company's lien

- 9 1 Subject to the provisions of this article, if
- 9 1 1 a lien enforcement notice has been given in respect of a share, and
- 9 1 2 the person to whom the notice was given has failed to comply with it,
- the company may sell that share in such manner as the directors decide

9 2 A lien enforcement notice

- 9 2 1 may only be given in respect of a share which is subject to the company's lien, in respect of which a sum is payable and the due date for payment of that sum has passed,
- 9 2 2 must specify the share concerned,
- 9 2 3 must require payment of the sum payable within 14 days of the notice,
- 9 2 4 must be addressed either to the holder of the share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise, and
- 9 2 5 must state the company's intention to sell the share if the notice is not complied with

9 3 Where shares are sold under this article

- 9 3 1 the directors may authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser, and
- 9 3 2 the transferee is not bound to see to the application of the consideration, and the transferee's title is not affected by any irregularity in or invalidity of the process leading to the sale

9 4 The net proceeds of any such sale (after payment of the costs of sale and any other costs of enforcing the lien) must be applied

- 9 4 1 first, in payment of so much of the sum for which the lien exists as was payable at the date of the lien enforcement notice,
- 9 4 2 second, to the person entitled to the shares at the date of the sale, but only after the certificate for the shares sold has been surrendered to the company for cancellation or a suitable indemnity has been given for any lost certificates, and subject to a lien equivalent to the company's lien over the shares before the sale for any money payable in respect of the shares after the date of the lien enforcement notice

9 5 A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been sold to satisfy the company's lien on a specified date

- 9 5 1 is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share, and
- 9 5 2 subject to compliance with any other formalities of transfer required by the articles or by law, constitutes a good title to the share

PART 4

CALLS AND FORFEITURE

10 Call notices

- 10 1 Subject to the articles and the terms on which shares are allotted, the directors may send a notice (a 'call notice') to a member requiring the member to pay the company a specified sum of money (a 'call') which is payable in respect of shares which that member holds at the date when the directors

decide to send the call notice

10 2 A call notice

10 2 1 may not require a member to pay a call which exceeds the total sum unpaid on that member's shares (whether as to the share's nominal value or any amount payable to the company by way of premium),

10 2 2 must state when and how any call to which it relates it is to be paid, and

10 2 3 may permit or require the call to be paid by instalments

10 3 A member must comply with the requirements of a call notice, but no member is obliged to pay any call before 14 days have passed since the notice was sent

10 4 Before the company has received any call due under a call notice the directors may

10 4 1 revoke it wholly or in part, or

10 4 2 specify a later time for payment than is specified in the notice,

by a further notice in writing to the member in respect of whose shares the call is made

11 **Liability to pay calls**

11 1 Liability to pay a call is not extinguished or transferred by transferring the shares in respect of which it is required to be paid

11 2 Joint holders of a share are jointly and severally liable to pay all calls in respect of that share

11 3 Subject to the terms on which shares are allotted, the directors may, when issuing shares, provide that call notices sent to the holders of those shares may require them

11 3 1 to pay calls which are not the same, or

11 3 2 to pay calls at different times

12 **When call notice need not be issued**

12 1 A call notice need not be issued in respect of sums which are specified, in the terms on which a share is issued, as being payable to the company in respect of that share (whether in respect of nominal value or premium)

12 1 1 on allotment,

12 1 2 on the occurrence of a particular event, or

12 1 3 on a date fixed by or in accordance with the terms of issue

12 2 But if the due date for payment of such a sum has passed and it has not been paid, the holder of the share concerned is treated in all respects as having failed to comply with a call notice in respect of that sum, and is liable to the same consequences as regards the payment of interest and forfeiture

13 **Failure to comply with call notice: automatic consequences**

13 1 If a person is liable to pay a call and fails to do so by the call payment date

13 1 1 the directors may issue a notice of intended forfeiture to that person, and

- 13 1 2 until the call is paid, that person must pay the company interest on the call from the call payment date at the relevant rate
- 13 2 For the purposes of this article
- 13 2 1 the 'call payment date' is the time when the call notice states that a call is payable, unless the directors give a notice specifying a later date, in which case the 'call payment date' is that later date,
- 13 2 2 the 'relevant rate' is
- (i) the rate fixed by the terms on which the share in respect of which the call is due was allotted,
 - (ii) such other rate as was fixed in the call notice which required payment of the call, or has otherwise been determined by the directors, or
 - (iii) if no rate is fixed in either of these ways, 5 per cent per annum
- 13 3 The relevant rate must not exceed by more than 5 percentage points the base lending rate most recently set by the Monetary Policy Committee of the Bank of England in connection with its responsibilities under Part 2 of the Bank of England Act 1998
- 13 4 The directors may waive any obligation to pay interest on a call wholly or in part
- 14 Notice of intended forfeiture**
- A notice of intended forfeiture
- 14 1 may be sent in respect of any share in respect of which a call has not been paid as required by a call notice,
- 14 2 must be sent to the holder of that share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise,
- 14 3 must require payment of the call and any accrued interest by a date which is not less than 14 days after the date of the notice,
- 14 4 must state how the payment is to be made, and
- 14 5 must state that if the notice is not complied with, the shares in respect of which the call is payable will be liable to be forfeited
- 15 Directors' power to forfeit shares**
- If a notice of intended forfeiture is not complied with before the date by which payment of the call is required in the notice of intended forfeiture, the directors may decide that any share in respect of which it was given is forfeited, and the forfeiture is to include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture
- 16 Effect of forfeiture**
- 16 1 Subject to the articles, the forfeiture of a share extinguishes

- 16 1 1 all interests in that share, and all claims and demands against the company in respect of it, and
- 16 1 2 all other rights and liabilities incidental to the share as between the person whose share it was prior to the forfeiture and the company
- 16 2 Any share which is forfeited in accordance with the articles
 - 16 2 1 is deemed to have been forfeited when the directors decide that it is forfeited,
 - 16 2 2 is deemed to be the property of the company, and
 - 16 2 3 may be sold, re-allotted or otherwise disposed of as the directors think fit
- 16 3 If a person's shares have been forfeited
 - 16 3 1 the company must send that person notice that forfeiture has occurred and record it in the register of members,
 - 16 3 2 that person ceases to be a member in respect of those shares,
 - 16 3 3 that person must surrender the certificate for the shares forfeited to the company for cancellation,
 - 16 3 4 that person remains liable to the company for all sums payable by that person under the articles at the date of forfeiture in respect of those shares, including any interest (whether accrued before or after the date of forfeiture), and
 - 16 3 5 the directors may waive payment of such sums wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal
- 16 4 At any time before the company disposes of a forfeited share, the directors may decide to cancel the forfeiture on payment of all calls and interest due in respect of it and on such other terms as they think fit
- 17 **Procedure following forfeiture**
- 17 1 If a forfeited share is to be disposed of by being transferred, the company may receive the consideration for the transfer and the directors may authorise any person to execute the instrument of transfer
- 17 2 A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been forfeited on a specified date
 - 17 2 1 is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share, and
 - 17 2 2 subject to compliance with any other formalities of transfer required by the articles or by law, constitutes a good title to the share
- 17 3 A person to whom a forfeited share is transferred is not bound to see to the application of the consideration (if any) nor is that person's title to the share affected by any irregularity in or invalidity of the process leading to the forfeiture or transfer of the share

17 4 If the company sells a forfeited share, the person who held it prior to its forfeiture is entitled to receive from the company the proceeds of such sale, net of any commission, and excluding any amount which

17 4 1 was, or would have become, payable, and

17 4 2 had not, when that share was forfeited, been paid by that person in respect of that share, but no interest is payable to such a person in respect of such proceeds and the company is not required to account for any money earned on them

18 **Surrender of shares**

18 1 A member may surrender any share

18 1 1 in respect of which the directors may issue a notice of intended forfeiture,

18 1 2 which the directors may forfeit, or

18 1 3 which has been forfeited

18 2 The directors may accept the surrender of any such share

18 3 The effect of surrender on a share is the same as the effect of forfeiture on that share

18 4 A share which has been surrendered may be dealt with in the same way as a share which has been forfeited

PART 5

DISTRIBUTIONS

19 **Procedure for declaring dividends**

In article 30 of Schedule 1, after paragraph (7) there shall be added the following paragraph '(8) If any share is issued on terms providing that it ranks for dividend as from a particular date or to a particular extent, that share ranks for dividend accordingly'

PART 6

DECISION-MAKING BY SHAREHOLDERS

20 **Quorum for general meetings**

The quorum for the Company shall be as set out in section 318 of the Companies Act 2006

21 **Adjournment**

21 1 In article 41 of Schedule 1, in paragraph (1) after the words 'the chairman of the meeting must adjourn it' there shall be added the words 'unless the meeting is convened on the requisition of the members in which case the meeting shall be dissolved'

21 2 In article 41 of Schedule 1, after paragraph (5) there shall be added the following paragraph '(6) If

the person or persons attending the adjourned general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, that person or those persons present shall constitute a quorum ' and the existing paragraph (6) shall be renumbered accordingly