

FILE COPY



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

Company Number **10380610**

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

CARMARTHEN PROMOTIONS (NORTH) LIMITED

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

Given at Companies House, Cardiff, on **16th September 2016**



* N103806106 *



Companies House



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



Companies House

IN01_(ef)

Application to register a company



*Received for filing in Electronic Format on the:***16/09/2016**

X5FNPRG3

*Company Name in
full:*

CARMARTHEN PROMOTIONS (NORTH) LIMITED

Company Type:

Private company limited by shares

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**SALISBURY HOUSE STATION ROAD
CAMBRIDGE
UNITED KINGDOM CB1 2LA**

Sic Codes:

68320

Company Director 1

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type: **Person**

Full Forename(s): **RICHARD BARRINGTON**

Surname: **STANTON**

Service Address: **recorded as Company's registered office**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/01/1964** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 4

Type: **Person**

Full Forename(s): **WILLIAM ROBERT**

Surname: **STANTON**

Service Address: **recorded as Company's registered office**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/05/1969** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 5

Type: **Person**

Full Forename(s): **ROBERT EDWARD QUINTIN**

Surname: **GURNEY**

Service Address: **recorded as Company's registered office**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/07/1969** *Nationality:* **BRITISH**

Occupation: **PROPERTY
DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY A SHARES	<i>Number allotted</i>	3
		<i>Aggregate nominal value:</i>	3
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

A SHARES OF £1 EACH: NON-VOTING SHARES. DIVIDEND RIGHTS EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. RIGHTS TO CAPITAL EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. RIGHTS OF REDEMPTION THE SHARES ARE NOT REDEEMABLE.

<i>Class of Shares:</i>	ORDINARY B SHARES	<i>Number allotted</i>	600
		<i>Aggregate nominal value:</i>	600
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

B SHARES OF £1 EACH: VOTING RIGHTS ALL SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER HAS ONE VOTE AND ON A POLL EACH MEMBER HAS ONE VOTE PER SHARE HELD. DIVIDEND RIGHTS EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. RIGHTS TO CAPITAL EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. RIGHTS OF REDEMPTION THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	603
		<i>Total aggregate nominal value:</i>	603
		<i>Total aggregate unpaid:</i>	603

Initial Shareholdings

Name: **JOHN RUSSELL LAWRENCE**

Address **SALISBURY HOUSE
STATION ROAD
CAMBRIDGE
UNITED KINGDOM
CB1 2LA**

Class of Shares: **ORDINARY A SHARES**

Number of shares: **1**
Currency: **GBP**
Nominal value of each share: **1**
Amount unpaid: **1**
Amount paid: **0**

Class of Shares: **ORDINARY B SHARES**

Number of shares: **200**
Currency: **GBP**
Nominal value of each share: **1**
Amount unpaid: **1**
Amount paid: **0**

Name: **PATRICK VAVASSEUR
FISHER**

Address **SALISBURY HOUSE
STATION ROAD
CAMBRIDGE
UNITED KINGDOM
CB1 2LA**

Class of Shares: **ORDINARY B SHARES**

Number of shares: **100**
Currency: **GBP**
Nominal value of each share: **1**
Amount unpaid: **1**
Amount paid: **0**

Name: **RICHARD BARRINGTON
STANTON**

Address **SALISBURY HOUSE
STATION ROAD
CAMBRIDGE
UNITED KINGDOM
CB1 2LA**

Class of Shares: **ORDINARY B SHARES**

Number of shares: **100**
Currency: **GBP**
Nominal value of each share: **1**
Amount unpaid: **1**
Amount paid: **0**

Name: **WILLIAM ROBERT
STANTON**

Address **SALISBURY HOUSE
STATION ROAD
CAMBRIDGE
UNITED KINGDOM
CB1 2LA**

Class of Shares: **ORDINARY B SHARES**

Number of shares: **100**

Currency: **GBP**

*Nominal value of each
share:* **1**

Amount unpaid: **1**

Amount paid: **0**

Name: **ROBERT EDWARD QUINTIN
GURNEY**

Address **SALISBURY HOUSE
STATION ROAD
CAMBRIDGE
UNITED KINGDOM
CB1 2LA**

Class of Shares: **ORDINARY B SHARES**

Number of shares: **100**
Currency: **GBP**
*Nominal value of each
share:* **1**
Amount unpaid: **1**
Amount paid: **0**

Name: **RQ FINANCE LIMITED**

Address **BAWDESWELL HALL
BAWDESWELL
DEREHAM
UNITED KINGDOM
NR20 4SA**

Class of Shares: **ORDINARY A SHARES**

Number of shares: **2**
Currency: **GBP**
*Nominal value of each
share:* **1**
Amount unpaid: **1**
Amount paid: **0**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **JOHN RUSSELL LAWRENCE**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/12/1952** *Nationality:* **BRITISH**

Service Address: **SALISBURY HOUSE STATION ROAD
CAMBRIDGE
UNITED KINGDOM
CB1 2LA**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.

THE COMPANIES ACT 2006

CARMARTHAN PROMOTIONS (NORTH) LIMITED

ARTICLES

OF ASSOCIATION

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CARMARTHEN PROMOTIONS (NORTH) LIMITED

("Company")

1. **PRELIMINARY**

- 1.1. The Model Articles for Private Companies Limited by Shares contained in Schedule 1 of 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 varied 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 the Articles, any reference to a provision of the Act 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 7, 9(2), 11(2), 13, 14, 17, 18(d) and (e) and 21 do not apply to the Company.
- 1.4. The headings used in the Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of the 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:-

Act	Companies Act 2006;
A Shares	The non-voting A shares described in Article 9.1;
B Shares	the B shares described in Article 9.1;
Director	a director appointed by the holders of B Shares in

	accordance with Article 7.1;
Group	the Company, any subsidiary of the Company and any holding company of the Company and any subsidiary of such holding company;
secretary	means the secretary of the Company, if any, appointed in accordance with Article 8 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
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. PROCEEDINGS OF DIRECTORS

- 3.1. The quorum at any meeting of the directors shall be two directors. No business shall be transacted at any meeting of the directors unless a quorum is present at the commencement of the meeting and also when that business is voted on. If a quorum is not present within 30 minutes of the time for the relevant meeting as set out in the notice of meeting then the meeting shall be adjourned for 7 days and at the adjourned meeting the quorum shall be the same.
- 3.2. No decision made at any meeting of the directors or of any committee of the directors shall be effective unless a simple majority has been achieved. If at any time at or before any meeting of the directors a request is made that the meeting should be adjourned or reconvened to another time or date (whether to enable further consideration to be given to any matter or for other directors to be present or for any other reason, which he need not state) then the meeting shall be adjourned or reconvened accordingly. No business shall be conducted or proceeded with at the meeting after such request has been made.

4. DIRECTORS INTERESTS

- 4.1. A director, notwithstanding his office, and without breaching his duty under section 175 of the Act may :
 - 4.1.1. be a director or other officer of, employed by, or otherwise interested (including by the holding of shares) in any member of the Group;

- 4.1.2. hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period and upon such terms, including as to remuneration, as the directors may decide;
- 4.1.3. act by himself or through a firm with which he is associated in a professional capacity for the Company or any other company in which the Company may be interested (otherwise than as auditor);

and no authorisation under Article 4.3 shall be necessary in respect of any such interest. A director is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any interest in any such body corporate.

- 4.2. Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed contract, transaction or arrangement with the Company, or in which the Company is (directly or indirectly) interested:

- 4.2.1. may be a party to, or otherwise interested in any such contract, transaction or arrangement;
- 4.2.2. subject to Article 4.4, shall be entitled to count in the quorum and to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of any proposed decision relating to such contract, transaction or arrangement;
- 4.2.3. shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

Model Article 19(5) is modified accordingly.

- 4.3. Subject to Article 4.4 the directors may, in accordance with section 175(5)(a) of the 2006 Act, authorise any matter which would otherwise involve or may involve a director breaching his duty under section 175(1) of the 2006 Act to avoid conflicts of interest (a "**Conflict**").
- 4.4. When a Conflict is considered by the directors the director seeking authorisation in relation to the Conflict and any other director with a similar interest:
 - 4.4.1. shall not count in the quorum nor vote on a resolution authorising the Conflict; and

4.4.2. may if the other directors so decide, be excluded from the board meeting while the Conflict is considered.

4.5. Any director shall be entitled from time to time to disclose to the holders of the A shares or (as the case may be) the holders of the B shares such information concerning the business and affairs of the Company as he shall at his discretion see fit, subject only to the condition that if there be more than one A shareholder or (as the case may be) B shareholder, the director concerned shall ensure that each of the shareholders of the same class receives the same information on an equal footing.

5. UNANIMOUS DECISION

Model Article 8(2) shall be modified 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 director has signed one or more copies of it” in its place. Model Articles 8(2) shall be read accordingly.

6. 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 that person is, or may be, suffering from mental disorder and either:-

- 6.1. 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
- 6.2. 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;

7. APPOINTMENT AND REMOVAL OF DIRECTORS

- 7.1. The holder of any B shares for the time being shall be entitled to appoint one person to be a director of the Company.
- 7.2. Directors may at any time be removed from office by the holder of a majority of the B shares.
- 7.3. Any appointment or removal of a director pursuant to this Article shall be in writing and signed by or on behalf of the holder of any B shares and served on the Company at its registered office, marked for the attention of the Secretary or delivered to a duly constituted meeting of the directors of the Company. Any such

appointment or removal shall take effect as at the time of such lodgement or delivery or at such later time as shall be specified in such notice.

- 7.4. The right to appoint and to remove directors under this Article shall be a class right attaching to the B shares only.
- 7.5. No director shall be appointed or removed otherwise than pursuant to this Article, save as provided by law.
- 7.6. A director does not require a shareholding qualification, but is nevertheless entitled to notice of and to attend and speak at any general meeting.

8. 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.

9. SHARE CAPITAL

- 9.1. The share capital of the Company at the date of adoption of these Articles is £603.00 divided into 3 A shares of £1 each and 600 B shares of £1 each.
- 9.2. Except as otherwise provided in these Articles, the A shares and the B shares shall rank equally in all respects but shall constitute separate classes of shares.
- 9.3. The holders of A Shares shall not be entitled to vote on any resolution of the Company at a General Meeting or otherwise.
- 9.4. On the transfer of any share as permitted by these Articles:
 - 9.4.1. a share transferred to a non-member shall remain of the same class as before the transfer; and
 - 9.4.2. a share transferred to a member shall automatically be redesignated on transfer as a share of the same class as those shares already held by the member.

If no shares of a class remain in issue following a redesignation under this paragraph, these Articles shall be read as if they do not include any reference to that class or to any consents from, or attendance at any meeting or votes to be cast by, members of that class or directors appointed by that class.

- 9.5. No variation of the rights attaching to any class of shares shall be effective except with:
 - 9.5.1. the consent in writing of the holders of not less than three-quarters in nominal value of the issued shares of the relevant class; or
 - 9.5.2. the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the relevant class. To any such separate general meeting all the provisions of these Articles as to

general meetings of the Company shall, as if the necessary changes have been made apply, but so that:-

- 9.5.2.1. the necessary quorum shall be one holder of the relevant class present in person or by proxy and holding or representing not less than one-third in nominal value of the issued shares of the relevant class;
- 9.5.2.2. any holder of shares of the class shall be entitled on a poll to one vote for every such share held by him; and
- 9.5.2.3. any holder of shares of the class present in person or by proxy or (being a corporation) by a duly authorised representative may demand a poll.

9.6. For the purpose of this Article one holder present in person or by proxy or (being a corporation) by a duly authorised representative may constitute a meeting.

9.7. Each of the following shall be deemed to constitute a variation of the rights attached to each class of shares:

- 9.7.1. any alteration in the memorandum or articles of association of the Company;
- 9.7.2. any increase or reduction or other alteration in the authorised or issued share capital of the Company or any of the rights attaching to any share capital; and
- 9.7.3. any resolution to put the Company into liquidation.

10. ISSUE OF SHARES

10.1. No shares in the Company nor any right to subscribe for or convert any security into shares in the Company shall at any time be allotted unless within one month before that allotment every shareholder for the time being has consented in writing to that allotment and its terms and to the identity of the proposed allottee.

10.2. No share of any class nor any right to subscribe for or convert any security into a share of any class shall be allotted otherwise than to the holder of a share of that same class.

10.3. Section 561 of the 2006 Act shall not apply to an allotment of any equity security where the consent to that allotment of every shareholder has been obtained as required by these Articles and that allotment otherwise conforms to the requirements of these Articles.

11. WRITTEN RESOLUTIONS OF MEMBERS

- 11.1. Subject to sub-paragraph 11.2, a written resolution of members passed in accordance with Part 13 of the Act is as valid and effectual as a resolution passed at a general meeting of the Company.
- 11.2. The following may not be passed as a written resolution and may only be passed at a general meeting:-
 - 11.2.1. a resolution under section 168 of the Act for the removal of a director before the expiration of his period of office; and
 - 11.2.2. a resolution under section 510 of the Act for the removal of an auditor before the expiration of his period of office.
- 11.3. Subject to Article 12.4, on a written resolution, a member has one vote in respect of each share held by him.
- 11.4. No member may vote on a written resolution unless all moneys currently due and payable in respect of any shares held by him have been paid.

12. NOTICE OF GENERAL MEETINGS

- 12.1. Every notice convening a general meeting of the Company must comply with the provisions of :
 - 12.1.1. section 311 of the Act as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to take place at the meeting; and
 - 12.1.2. section 325(1) of the Act as to the giving of information to members regarding their right to appoint proxies.
- 12.2. 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.

13. QUORUM AT GENERAL MEETINGS

- 13.1. The quorum at any general meeting of the Company or adjourned general meeting shall be.
- 13.2. No business shall be transacted by any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.
- 13.3. If within five minutes (or such longer time as the persons present may all agree to wait) from the time appointed for any general meeting a quorum is not present, the meeting shall be dissolved.
- 13.4. Model Article 41(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.

14. VOTING AT GENERAL MEETINGS

14.1. Subject to Articles 15.2, 15.3 and 15.4 below, on a vote on a resolution at a general meeting on a show of hands:-

14.1.1. each member who, being an individual, is present in person has one vote;

14.1.2. if a member (whether such member is an individual or a corporation) appoints one or more proxies to attend the meeting, all proxies so appointed have, collectively, one vote;

14.1.3. if a corporate member appoints one or more persons to represent it at the meeting, each person so appointed has, subject to s 323(4) of the Act, one vote.

Subject to Article 15.2, 15.3 and 15.4 below, on a resolution at a general meeting on a poll, every member (whether present in person, by proxy or authorised representatives) has one vote in respect of each share held by him.

14.2. No member may vote at any general meeting or any separate meeting of the holders of any class of shares in the Company, either in person, by proxy or, in the event that the member is a corporation, by corporate representative in respect of shares held by that member unless all moneys currently due and payable by that member in respect of any shares held by that member have been paid.

14.3. No shares of one class shall confer any right to vote upon a resolution for the removal from office of a director appointed by holders of shares of the other class under a right to appoint which is a class right.

14.4. Notwithstanding Article 15.1, in the case of any resolution proposed at a general meeting the holders of a majority of the holders of a majority of B shares voting against such resolution (whether on a show of hands or a poll) shall be entitled to cast such number of votes as is necessary to defeat the resolution.

14.5. A demand for a poll made by a person as proxy for a member is the same as a demand by the member.

15. DELIVERY OF PROXY NOTICES

Model Article 45(1) is modified, such that a notice in writing appointing a proxy (a "proxy notice") 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.

16. COMPANY SEAL

Model Article 49(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.

17. COMMUNICATIONS

17.1. Subject to the provisions of the Act, a document or information may be sent or supplied by the Company to a person by being made available on a website.

17.2.

17.2.1. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notice 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 notices from the Company.

17.2.2. If any name is registered in the name of joint holders, the Company may send notices and all other documents to the joint holder whose name stands first in the register of members in respect of their joint holding and the Company is not required to serve notices or other documents on any of the other joint holders.

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 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, no account shall be taken of any part of a day that is not a working day.

18. TRANSMISSION OF SHARES

- 18.1. Model Article 27 is modified by the addition of Model Articles 27(4) in the following terms:

“Nothing in these Articles releases the estate of a deceased member from any liability in respect of a share solely or jointly held by that member.”

- 18.2. All the Articles relating to the transfer of shares apply to :

18.2.1. any notice in writing given to the Company by a transmittee in accordance with Model Article 28(1); and

18.2.2. any instrument of transfer executed by a transmittee in accordance with Model Article 28(2)

as if such notice or instrument were an instrument of transfer executed by the person from whom the transmittee derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CARMARTHEN PROMOTIONS (NORTH) 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.

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
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John Russell Lawrence

Patrick Vavasseur Fisher

Richard Barrington Stanton

William Robert Stanton

Robert Edward Quintin Gurney

RQ Finance Limited

Dated: 16 September 2016