

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10814415**

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

CIFCO CAPITAL 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 **12th June 2017**



* N10814415B *



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: **12/06/2017**

X68FWDDN

*Company Name in
full:*

CIFCO CAPITAL LIMITED

Company Type:

Private company limited by shares

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**C/O B&MSDC ENDEAVOUR HOUSE
8 RUSSELL ROAD
IPSWICH
SUFFOLK
UNITED KINGDOM IP1 2BX**

Sic Codes:

68100

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR CHRISTOPHER**

Surname: **HAWORTH**

Service Address: **OLD FLINT BARN WEST FARM
BURY ROAD
THETFORD
NORFOLK
UNITED KINGDOM IP24 2PL**

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

Date of Birth: ****/11/1951** *Nationality:* **BRITISH**

Occupation: **CHARTERED
SURVEYOR**

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

Company Director 2

Type: **Person**

Full Forename(s): **MR MARK JUSTIN**

Surname: **SARGEANTSON**

Service Address: **GLEBE HOUSE 1 GLEBE MEADOWS
EARL SOHAM
WOODBIDGE
SUFFOLK
UNITED KINGDOM IP13 7SY**

Country/State Usually Resident: UNITED KINGDOM

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

Occupation: **CHARTERED
SURVEYOR**

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

Company Director 3

Type: **Person**
Full Forename(s): **MR HENRY WILLIAM**
Surname: **COOKE**
Service Address: **9 GAINSBOROUGH HOUSE
7 VICTORY PLACE
LONDON
UNITED KINGDOM E14 8BG**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/02/1963** Nationality: **BRITISH**
Occupation: **CONSULTANT**

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

Company Director 4

Type: **Person**
Full Forename(s): **MR NICHOLAS ADRIAN**
Surname: **RIDLEY**
Service Address: **HILL FARM HOUSE BURSTALL
IPSWICH
UNITED KINGDOM IP8 3DJ**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/12/1937** Nationality: **BRITISH**
Occupation: **N/A**

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

Company Director 5

Type:	Person	
Full Forename(s):	MR DERRICK THOMAS	
Surname:	HALEY	
Service Address:	57 MALTINGS GARTH THURSTON BURY ST EDMUNDS SUFFOLK UNITED KINGDOM IP31 3PP	
Country/State Usually Resident:	UNITED KINGDOM	
Date of Birth:	**/02/1933	Nationality:
Occupation:	N/A	

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	A	<i>Number allotted</i>	50
	ORDINARY	<i>Aggregate nominal value:</i>	50
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

<i>Class of Shares:</i>	B	<i>Number allotted</i>	50
	ORDINARY	<i>Aggregate nominal value:</i>	50
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **BDC (SUFFOLK HOLDINGS)
LIMITED**

Class of Shares: **B ORDINARY**

Address **C/O B&MSDC ENDEAVOUR
HOUSE
8 RUSSELL ROAD
IPSWICH
SUFFOLK
UNITED KINGDOM
IP1 2BX**

Number of shares: **50**
Currency: **GBP**
*Nominal value of each
share:* **1**
Amount unpaid: **0**
Amount paid: **1**

Name: **MSDC (SUFFOLK
HOLDINGS) LIMITED**

Class of Shares: **A ORDINARY**

Address **C/O B&MSDC ENDEAVOUR
HOUSE
8 RUSSELL ROAD
IPSWICH
SUFFOLK
UNITED KINGDOM
IP1 2BX**

Number of shares: **50**
Currency: **GBP**
*Nominal value of each
share:* **1**
Amount unpaid: **0**
Amount paid: **1**

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

Other Registrable Person with Significant Control details

Company Name: **BABERGH DISTRICT COUNCIL**

Service Address: **ENDEAVOUR HOUSE 8 RUSSELL ROAD
IPSWICH
SUFFOLK
UNITED KINGDOM
IP1 2BX**

Legal Form: **LOCAL AUTHORITY**

Governing Law: **ENGLAND AND WALES**

<i>Nature of control</i>	The other registrable person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The other registrable person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The other registrable person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Other Registrable Person with Significant Control details

Company Name: **MID SUFFOLK DISTRICT COUNCIL**

Service Address: **ENDEAVOUR HOUSE 8 RUSSELL ROAD,
IPSWICH
SUFFOLK
UNITED KINGDOM
IP1 2BX**

Legal Form: **LOCAL AUTHORITY**

Governing Law: **ENGLAND AND WALES**

<i>Nature of control</i>	The other registrable person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The other registrable person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The other registrable person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

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

Name: **BDC (SUFFOLK HOLDINGS) LIMITED**
Authenticated **YES**
Name: **MSDC (SUFFOLK HOLDINGS) LIMITED**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

CIFCO CAPITAL 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 each.

Name of each subscriber

Authentication by each subscriber

BDC (Suffolk Holdings) Limited

MSDC (Suffolk Holdings) Limited

Dated: 9 June 2017



dated 9 June 2017

CIFCO Capital Limited

Articles of Association

Company number:

Trowers & Hamlin LLP
3 Bunhill Row
London
EC1Y 8YZ

t +44 (0)20 7423 8000
f +44 (0)20 7423 8001
www.trowers.com

trowers & hamlin

Private company limited by shares

Articles of Association

of

CIFCO Capital Limited

1 Interpretation

1.1 In these Articles, the following words have the following meanings:

A Director means any director appointed to the board of the Company by holders of the A Shares;

A Shares means A ordinary shares of £1 in the capital of the Company;

B Director means any director appointed to the board of the Company by holders of the B Shares;

B Shares means B ordinary shares of £1 in the capital of the Company;

Independent Director means any director appointed to the board in accordance with article 22.

Model Articles

2 The model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008, as amended prior to the date of adoption of these Articles (the **Model Articles**), shall apply to the Company save in so far as they are excluded or varied hereby and such Model Articles (save as so excluded or varied) together with the following articles shall be the articles of association of the Company. References to **these articles** shall be to the following articles as amended from time to time together with such Model Articles as apply to the Company.

Objects clause

3 The Company's objects are unrestricted.

Decision making by directors

2 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. A director may call a meeting of the Board. All business arising at any meeting of the Board or of any committee of the Board shall only be capable of resolution if a majority including at least one of the A Directors and at least one of the B Directors vote in favour of the resolution. In the case of an equality of

votes, the chairman will not have a casting vote. Articles 7(1) and 13 of the Model Articles shall not apply to the Company.

Unanimous decisions

- 4 A decision of the directors which takes the form of a resolution in writing may consist of several copies each signed by one or more eligible directors. Article 8 of the Model Articles shall be modified accordingly.

Calling a directors' meeting

- 5 A director may waive the requirement that notice of a meeting of the directors or of a committee of the directors be given to him at any time before or after the date on which the meeting is held by notifying the Company to that effect. Where a director gives such notice to the Company after the meeting has been held, that does not affect the validity of the meeting or of any business conducted at it. Article 9(4) of the Model Articles shall be modified accordingly.
- 6 If all the directors participating in a meeting are not in the same place, the meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is. Article 10(3) of the Model Articles shall not apply to the Company.

Quorum for directors' meetings

- 7 The quorum at any meeting of the directors (including adjourned meetings) shall be three directors, of whom one shall be an A Director, one shall be a B Director and one shall be an Independent Director.
- 8 If the directors for the time being are unable to form a quorum, the directors must not take any decision other than a decision:
- 8.1 to appoint such number of further directors as are required to make up the quorum required; or
- 8.2 to call a general meeting so as to enable the shareholders to appoint further directors. Article 11(3) of the Model Articles shall not apply to the Company.

Authorisation of directors' conflicts of interest

- 9 For the purposes of section 175 of the Companies Act 2006, as amended, consolidated or re-enacted from time to time (the **2006 Act**), the holder or holders of a majority in nominal value of the issued ordinary shares in the capital of the Company shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach by a director of the duty to avoid conflicts of interest set out in that section of the 2006 Act. Any reference in these articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- 10 Authorisation of a matter under article 9 shall be effective only if:

- 10.1 the matter in question shall have been proposed in writing for consideration by the directors, or in such other manner as the directors may determine;
- 10.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the **Interested Directors**); and
- 10.3 the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.
- 11 Unless otherwise determined by the directors (excluding the Interested Directors), any authorisation of a matter under article 9 shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised.
- 12 Any authorisation of a matter under article 9 shall be on such terms and/or conditions as the directors (excluding the Interested Directors) may determine, whether at the time such authorisation is given or subsequently and may be varied or terminated by the directors (excluding the Interested Directors) at any time. Such terms or conditions may include (without limitation) terms and conditions as to the duration, renewal and/or revocation of the authorisation, and/or the exclusion of the Interested Directors from all information and discussion of the matter in question. A director shall comply with any obligations imposed on him by the directors (excluding the Interested Directors) pursuant to any such authorisation.
- 13 A director, notwithstanding his office, may be a director or other officer of, employed by, a member of or otherwise interested (including by the holding of shares) in, the Councils or in a shareholder who has appointed him as a director of the Company, or any other member of such shareholder's group, or an employee of another local authority placed at the disposal of the Councils pursuant to section 113 of the Local Government Act 1972, and no authorisation under article 9 shall be necessary in respect of any such interest
- 14 If a director receives or has received any information otherwise than by virtue of his position as a director of the Company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to:
- 14.1 disclose any such information to the Company, the directors or any other director or employee of the Company; or
- 14.2 use or apply any such information in connection with the performance of his duties as a director;
- provided that to the extent that such duty of confidentiality arises out of a situation or relationship which would or might otherwise constitute or give rise to a breach by the director of the duty to avoid conflicts of interest set out in section 175 of the 2006 Act, this article shall apply only if such situation or relationship has been authorised by the directors under article 9.
- 15 A director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any matter authorised by the directors under article 9 and any contract, transaction or

arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.

Appointment and removal of directors

- 16 The holder of a majority of the A Shares for the time being shall be entitled to appoint up to two A Directors of the Company and the holder of a majority of the B Shares for the time being shall be entitled to appoint up to two B Directors of the Company.
- 17 Any A Director may at any time be removed from office by the holder of a majority of the A Shares and any B Director may at any time be removed from office by the holder of a majority of the B Shares. Any director who is an employee of the Company and who ceases to be an employee shall be removed from office from the date his employment ceases.
- 18 If any A Director or any B Director shall die or be removed from or vacate office for any cause, the holder of a majority of the A Shares (in the case of an A Director) or the holder of a majority of the B Shares (in the case of a B Director) shall appoint in his place another person to be an A Director or a B Director (as the case may be).
- 19 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 a majority of the A Shares or B Shares (as the case may be) and served on each of the other shareholders and the Company at its registered office, and on the director, in the case of his removal. Any such appointment or removal shall take effect when received by the Company or at such later time as shall be specified in such notice.
- 20 The right to appoint and to remove A Directors or B Directors under this article shall be a class right attaching to the A Shares and the B Shares respectively.
- 21 No A Director or B Director shall be appointed or removed otherwise than pursuant to these Articles, save as provided by law.
- 22 Notwithstanding any other provision of these articles, the holder or holders of a majority in nominal value of the issued ordinary shares in the capital of the Company may at any time and from time to time appoint up to three Independent Directors of the Company: Every such appointment or removal shall be effected by notice in writing to the Company and shall take effect immediately (or on such later date, if any, specified in the notice). Any such notice of appointment or removal may consist of several documents in similar form, each signed by or on behalf of one or more holders.
- 23 In any case where, as a result of bankruptcy, the company has no shareholders and no directors, the trustee in bankruptcy or other transmittee(s) of the last shareholder to have a bankruptcy order made against him has the right, by notice in writing, to appoint a natural person (including himself) who is willing to act and is permitted to do so to be a director.

Company secretary

- 24 The directors may appoint a company secretary for such term, at such remuneration and upon such conditions as they think fit. Any company secretary may be removed or replaced by the directors.

Nil- or partly-paid shares permitted

- 25 Article 21 of the Model Articles shall not apply to the Company. If the Company at any time has nil or partly-paid shares in issue, articles 52 to 62 (inclusive) of the model articles of association for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008, as amended prior to the date of adoption of these articles, shall apply to the Company and form part of these articles as if the text of such provisions was set out in full in these articles.

Share certificates

- 26 Every share certificate must specify the amount paid up on the shares to which it relates. Article 24(2)(c) of the Model Articles shall not apply to the Company.

Share transfers

- 27 The instrument of transfer of any share taken on formation of the Company by a subscriber to the company's memorandum of association need not be executed by or on behalf of the transferee even where the share is not fully paid.

Calculation of dividends

- 28 Except as otherwise provided by these articles or the rights attached to shares, all dividends must be:
- 28.1 declared and paid according to the amounts paid up on the shares on which the dividend is paid; and
- 28.2 apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly. For the purposes of calculating dividends, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount. Article 30 of the Model Articles shall be modified accordingly.

Proceedings at general meetings

- 29 If a general meeting is adjourned, then notice of the time and place to which it is adjourned shall be given to all the members of the Company. Article 41(5) of the Model Articles shall be modified accordingly.

Poll votes

- 30 A poll may be demanded by any member (present in person or by proxy) having the right to attend and vote at the meeting or by a duly authorised representative of a corporation. Article 44(2)(c) of the Model Articles shall be modified accordingly.
- 31 A demand for a poll may, before the poll is taken, be withdrawn. A demand so withdrawn shall not invalidate the result of a vote on a show of hands declared before the demand was made. Article 44(3) of the Model Articles shall not apply to the Company.

Proxies and corporate representatives

- 32 The failure of any proxy or corporate representative to vote in accordance with any instructions given by the member by whom such proxy or corporate representative is appointed shall not invalidate the result of any vote in which the proxy or corporate representative has participated and the Company and the directors shall be under no duty to enquire as to the instructions given to any such proxy or corporate representative.

Written resolutions

- 33 A proposed written resolution of the members of the Company (or of a class of members) shall lapse if it is not passed before the end of the period of six months beginning with the circulation date of such resolution (as defined in section 290 of the 2006 Act).

Means of communication to be used

- 34 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 34.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five working days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five working days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
- 34.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 34.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 34.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 35 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the 2006 Act.

Indemnity

- 36 The Company shall indemnify any relevant officer out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company (including any liability incurred 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 2006 Act)) **provided that** this article shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the 2006 Act. This article does not allow for or provide (to any extent) an indemnity which is more extensive than as permitted by the 2006 Act and any such indemnity is limited accordingly. This article is also without prejudice to any indemnity to which any person may otherwise be entitled. Article 52 of the Model Articles shall not apply to the Company.
- 37 To the extent permitted by, and subject to the restrictions in, the 2006 Act and without prejudice to any indemnity to which he may otherwise be entitled, the board shall have the power to provide funds to meet any expenditure incurred or to be incurred by any relevant officer in defending any criminal or civil (including regulatory) proceedings, or in connection with an application under the 2006 Act, or to enable him to avoid incurring such expenditure.
- 38 Without prejudice to the provisions of article 53 of the Model Articles, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of any person who is a relevant officer or an employee or former employee of the Company or any associated company or who is or was a trustee of a retirement benefits scheme or another trust in which a relevant officer or an employee or former employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against by the Company.
- 39 In these articles:
- 39.1 companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate;
- 39.2 **relevant officer** means any current or former director, alternate director, secretary or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act)), other than any person (whether an officer or not) engaged by the Company (or associated company) as an auditor, to the extent he acts as an auditor.

Right to inspect accounts and other records

- 40 The Councils and its authorised representatives shall have the right, on giving to the Company reasonable advance notice, during normal business hours to inspect the

books and records of the Company and any subsidiary of the Company. Article 50 of the Model Articles shall not apply to the Company.