

OS AP01

Appointment of director of an overseas company

BLUEPRINT

OneWorld

☒ **What this form is for**
You may use this form to appoint
an individual as a director of an
overseas company

☐ **What this form is NOT for**
You cannot use the form to appoint
a corporate director of an overseas
company. To do this, please use form
OS AP02 'Appointment of corporate
director of an overseas company'

TUESDAY



AV08CVRB
A22 12/07/2011 114
A44 COMPANIES HOUSE 66
05/07/2011
COMPANIES HOUSE

1 Overseas company details

Company number **F C O 2 3 6 1 1**

Company name in full
or alternative name as
registered in the UK **MISYS INTERNATIONAL FINANCE LIMITED**

→ **Filing in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Date of director's appointment

Date of appointment **29 06 2011**

3 New director's details

Title* **MR**

Full forename(s) **JOHN MARK**

Surname **DUDLEY**

Former name(s) ①

Country/State of
residence ② **UNITED KINGDOM**

Nationality **BRITISH**

Date of birth **16 07 1965**

Business occupation
(if any) ③ **ACCOUNTANT**

① **Former name(s)**
Please provide any previous names
which have been used for business
purposes in the past 20 years

Married women do not need to give
former names unless previously used
for business purposes

Continue in Section 8 if required

② **Country/State of residence**
This is in respect of your usual
residential address as stated in
Section 4a

③ **Business occupation**
If you have a business occupation,
please enter here. If you do not,
please leave blank

4 New director's service address ④

Please complete your service address below. You must also complete your usual
residential address in Section 4a

Building name/number **12A**

Street **EAGLE WAY**

HAMPTON VALE

Post town **PETERBOROUGH**

County/Region **ENGLAND**

Postcode **PE7 8EA**

Country **UNITED KINGDOM**

④ **Service address**
This is the address that will appear
on the public record. This does not
have to be your usual residential
address.

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

84. Votes given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the proxy is given unless notice in writing of such death, insanity, revocation or transfer was received by the Company at the Registered Office before the commencement of the general meeting, or adjourned meeting at which it is sought to use the proxy.

CORPORATE MEMBERS

85. Any corporation or other non-natural person which is a Member may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual Member.

SHARES WHICH MAY NOT BE VOTED

86. Shares in the Company which are beneficially owned by the Company shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding Shares at any given time.

NUMBER OF DIRECTORS

87. There shall be a board of Directors consisting of not less than one person (exclusive of alternate Directors) provided however that the Company may from time to time by Ordinary Resolution increase or reduce the limits in the number of Directors. The first Directors of the Company shall be determined in writing by, or appointed by a resolution of, the subscribers. No person shall be appointed as a Director unless he is resident in the United Kingdom for the purposes of United Kingdom taxation.

POWERS OF DIRECTORS

88. Subject to the provisions of the Statute, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

- 89 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall determine by resolution
90. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance
- 91 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

APPOINTMENT AND REMOVAL OF DIRECTORS

92. The Company may by Ordinary Resolution appoint any person resident in the United Kingdom for the purposes of United Kingdom taxation to be a Director or may by Ordinary Resolution remove any Director.
- 93 The Directors may appoint any person resident in the United Kingdom for the purposes of United Kingdom taxation to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors

VACATION OF OFFICE OF DIRECTOR

- 94 The office of a Director shall be vacated if:
- 94.1 he gives notice in writing to the Company that he resigns the office of Director; or
- 94 2 if he absents himself (without being represented by proxy or an alternate Director appointed by him) from three consecutive meetings of the board of Directors without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office, or
- 94 3 if he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 94 4 if he ceases to be resident in the United Kingdom for the purposes of United Kingdom taxation, or

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5 Director's authority


Please enter the extent of your authority as director Please tick one box		<p>① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input checked="" type="checkbox"/> Limited ① <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	LIMITED BY THE POWER CONFERRED IN THE CONSTITUTION PLEASE SEE ATTACHED EXTRACT	
	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ②	
If applicable, name(s) of person(s) with whom you are acting jointly	A MAJORITY OF APPROVED DIRECTORS	

6 UK establishments

A return must be delivered in respect of any alteration to the company particulars by each UK establishment. If, however, a company has more than one UK establishment, it may deliver only one form in respect of all those UK establishments, provided it completes the table below

UK establishment name	Registration number							

7 Signature

Signature	Signature 	X
	This form may be signed and authorised by Director, Secretary, Permanent representative	

8 Additional former name(s) (continued from Section 3)

Former name(s) ①	<p>① Additional former names Use this space to enter any additional names.</p>

OS AP01

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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

GROUP SECRETARIAT

Company name

MISYS PLC

Address

ONE KINGDOM STREET

PADDINGTON

Post town

LONDON

County/Region

Postcode

W 2 6 8 L

Country

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number as registered in the UK match the information held on the public Register
- ☐ You have completed the date of appointment
- ☐ You have included all former names used for business purposes over the last 20 years
- ☐ You have completed the nationality box in Section 3
- ☐ You have provided a correct date of birth
- ☐ You have provided a business occupation if there is one
- ☐ You have provided both the service address and the usual residential address
- ☐ Addresses 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
- ☐ You have enclosed a relevant higher protection application if applying for this at the same time as completing this form
- ☐ You have entered the extent of the director's authority in Section 6
- ☐ You have completed Section 6, if applicable
- ☐ You have signed the form



Important information

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



Where to send

You may return this form to any Companies House address

England and Wales

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

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)

Northern Ireland

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

Higher protection

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



Further information

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

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