



FILE COPY

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

Company No. NI622905

The Registrar of Companies for Northern Ireland hereby certifies that

QUEST (NI) LTD

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

Given at Companies House on **17th February 2014**



NNI622905G



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company



COMPANIES HOUSE
FEE PAID
BELFAST

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
a limited liability partnership;
this, please use form LL IN01

FRIDAY



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JNI

14/02/2014

#109

COMPANIES HOUSE

Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below.

Proposed company
name in full ①

Quest (NI) Ltd

For official use

NI 622905

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 is available at:
www.companieshouse.gov.uk

A2 Company name restrictions ②

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

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

② Company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

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

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

③ Name ending exemption

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

A4 Company type ④

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

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

④ Company type

If you are unsure of your company's
type, please go to our website:
www.companieshouse.gov.uk

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 **Advantage, Sloefield Business Park, 1**

Street **Sloefield Drive**

Post town **Carrickfergus**

County/Region **Co. Antrim**

Postcode **B T 3 8 8 G X**

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.companieshouse.gov.uk

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.companieshouse.gov.uk

IN01

Application to register a company

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-C5.

Title*	Miss
Full forename(s)	Victoria
Surname	Marshall
Former name(s) ②	

① **Corporate appointments**
For corporate secretary appointments, please complete section C1-C5 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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address ③

Building name/number	Apartment 18 Scotts Gate
Street	Abelita Parade
Post town	Belfast
County/Region	
Postcode	BT55EH
Country	N. Ireland

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.

B3

Signature ④

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



Signature	<div>Signature</div> <div>X <i>N Marshall</i> X</div>
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④ **Signature**
The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments		<p>Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.</p> <p>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.</p>
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		
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		<p>EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk</p> <p>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</p>
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		
Registration number		
C4 Non-EEA companies		<p>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.</p>
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		
Registration number		
C5 Signature		<p>Signature The person named above consents to act as corporate secretary of the proposed company.</p>
I consent to act as secretary of the proposed company named in Section A1 .		
Signature	Signature  	

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-E5.

Title*	MR
Full forename(s)	CHARLES GERARD
Surname	FORD
Former name(s) ②	
Country/State of residence ③	NORTHERN IRELAND
Nationality	Irish
Date of birth	25 05 1983
Business occupation (if any) ④	

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2**Director's service address ⑤**

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

Building name/number	26
Street	WOODFIELD
	JORDANSTOWN
Post town	NEWTOWNABBNEY
County/Region	ANTRIM
Postcode	BT37 0ZJ
Country	N. IRELAND

⑤ Service address

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

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

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

D3**Signature ⑥**

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

Signature	Signature X  X
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

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-E5.

Title*	MR.
Full forename(s)	STEPHEN BRIAN ROSSELL
Surname	ADAMSON
Former name(s)②	
Country/State of residence ③	UK.
Nationality	BRITISH
Date of birth	^d 1 ^d 2 ^m 10 ^m 7 ^y 19 ^y 7 ^y 2
Business occupation (if any) ④	BUSINESS CONSULTANT.

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2**Director's service address ⑤**

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

Building name/number	14
Street	CASTLEHILL PARK
Post town	BELFAST
County/Region	ANTRIM
Postcode	BT043GU
Country	NORTHERN IRELAND.

⑤ Service address

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

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

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

D3**Signature ⑥**

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

Signature

Signature 

X

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①	
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.	
Title*	Mr	
Full forename(s)	Alexander Thomas	
Surname	Ogilvie	
Former name(s) ^②		
Country/State of residence ^③	England	
Nationality	British	
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>8</div> <div>m</div> <div>0</div> <div>m</div> <div>4</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>4</div> <div>y</div> <div>8</div> </div>	
Business occupation (if any) ^④	Company Director	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.


④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ^⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Hartford Cottage	
Street	Whitesmocks	
Post town	Durham	
County/Region		
Postcode	<div> <div>D</div> <div>H</div> <div>1</div> <div>4</div> <div>H</div> <div>W</div> </div>	
Country		

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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



D3	Signature ^⑥	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div>	

⑥ Signature
The person named above consents to act as director of the proposed company.

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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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.companieshouse.gov.uk 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.	
E5	Signature ⑤	
	I consent to act as director of the proposed company named in Section A1 .	
Signature	Signature  	
	⑤ Signature The person named above consents to act as corporate director of the proposed company.	

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
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

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

Please complete a separate table for each currency.

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

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

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate
nominal value ④

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.② Number of shares issued multiplied by
nominal value of each share.

③ Total number of issued shares in this class.

Continuation PagesPlease use a Statement of Capital continuation
page if necessary.

F4**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Prescribed particulars
①**① Prescribed particulars of rights attached to shares**

The particulars are:

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

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

IN01

Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none">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); andd. 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. <p>A separate table must be used for each class of share.</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

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						
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 (Statement of compliance).

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

① Name

Please use capital letters.

② Address

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

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ①	The Advantage Foundation Limited									
Surname ①										
Address ②	Sloefield Business Park, 1 Sloefield Drive									
	Carrickfergus, Co. Antrim									
Postcode	B	T	3	8			8	G	X	
Amount guaranteed ③	£1									

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										

IN01

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

Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers).
- Yes Go to **Section H2** (Statement of compliance delivered by an agent).

H1

Statement of compliance delivered by the subscribers 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.

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

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2		Statement of compliance delivered by an agent	
		Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.	
Agent's name	Phil Nicholls Associates		
Building name/number	54		
Street	Orchardville Gardens		
Post town	Belfast		
County/Region	Co. Antrim		
Postcode	B T 1 0 0 J X		
Country	Northern Ireland		
		I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	
Agent's signature	Signature X		X

IN01

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 **Phil Nicholls**

Company name **Phil Nicholls Associates**

Address **54 Orchardville Gardens**

Post town **Belfast**

County/Region **Co. Antrim**

Postcode **B T 1 0 0 J X**

Country **Northern Ireland**

DX

Telephone **028 9061 8496**

**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 H2).

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

**Important information**

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

**How to pay**

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.companieshouse.gov.uk

**Where to send**

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

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

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

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

Section 243 exemption

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

**Further information**

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

The Companies Act 2006

Company Limited by Guarantee

Memorandum of Association

of

Quest (NI) Ltd

The Companies Act 2006
Company Limited by Guarantee
Memorandum of Association
of
Quest (NI) Ltd


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.

Name of each subscriber

Authentication by each subscriber

The Advantage Foundation Limited

Duly authorised to sign for and
on and on behalf of The
Advantage Foundation Limited


.....

Office..........

Dated10.2.14.....

The Companies Act 2006

Company Limited by Guarantee

Articles of Association

of

Quest (NI) Ltd

The Companies Act 2006
Company Limited by Guarantee

INDEX TO THE ARTICLES

	Page
INTERPRETATION	1
1. Defined Terms	1
OBJECTS, POWERS AND LIMITATION OF LIABILITY	1
2. Objects	1
3. Powers	1
4. Liability of members	1
DIRECTORS	2
DIRECTORS' POWERS AND RESPONSIBILITIES	2
5. Directors' general authority	2
6. Members' reserve power	2
7. Chair	2
8. Directors may delegate	2
9. Committees	2
DECISION-MAKING BY DIRECTORS	3
10. Directors to take decisions collectively	3
11. Calling a Directors' meeting	3
12. Participation in Directors' meetings	3
13. Quorum for Directors' meetings	4
14. Chairing of Directors' meetings	4
15. Decision making at a meeting	4
16. Decisions without a meeting	4
17. Conflicts of interest	5
18. Directors' power to authorise a conflict of interest	5
19. Register of Directors' interests	6
APPOINTMENT AND RETIREMENT OF DIRECTORS	6
20. Methods of appointing directors	6
21. Termination of Director's appointment	6
22. Directors' remuneration	7
23. Directors' expenses	7
MEMBERS	7
BECOMING AND CEASING TO BE A MEMBER	7
24. Becoming a member	7
25. Termination of membership	7
ORGANISATION OF GENERAL MEETINGS	8
26. General meetings	8

27.	Length of notice	8
28.	Contents of notice	8
29.	Service of notice	8
30.	Attendance and speaking at general meetings	8
31.	Quorum for general meetings	9
32.	Chairing general meetings	9
33.	Attendance and speaking by Directors and non-members	10
34.	Adjournment	10
VOTING AT GENERAL MEETINGS		10
35.	Voting: general	10
36.	Votes	11
37.	Poll votes	12
38.	Errors and disputes	12
39.	Content of proxy notices	12
40.	Delivery of proxy notices	13
41.	Amendments to resolutions	13
WRITTEN RESOLUTIONS		14
42.	Written resolutions	14
ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS		15
43.	Means of communication to be used	15
44.	Irregularities	15
45.	Minutes	15
46.	Records and accounts	16
47.	Indemnity	16
48.	Insurance	16
SCHEDULE		18

The Companies Act 2006

Articles of Association

of

Quest (NI) Ltd

INTERPRETATION

1. Defined Terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

2. Objects

The objects of the Company are to provide training, mentoring, work experience and practical support to offenders to assist their rehabilitation.

3. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

4. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she or it is a member or within one year after he or she or it ceases to be a member, for:

- 4.1 payment of the Company's debts and liabilities contracted before he or she or it ceases to be a member;
- 4.2 payment of the costs, charges and expenses of winding up; and
- 4.3 adjustment of the rights of the contributories among themselves.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

6. Members' reserve power

- 6.1 The member or members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.
- 6.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

7. Chair

The Directors may appoint one of their number to be the chair of the Directors for such term of office as they determine and may at any time remove him or her from office.

8. Directors may delegate

- 8.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

- 8.1.1 to such person or committee;
- 8.1.2 by such means (including by power of attorney);
- 8.1.3 to such an extent;
- 8.1.4 in relation to such matters or territories; and
- 8.1.5 on such terms and conditions;

as they think fit.

- 8.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 8.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

- 9.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

- 9.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

10. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 16.

11. Calling a Directors' meeting

- 11.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

- 11.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

11.2.1 all the Directors agree; or

11.2.2 urgent circumstances require shorter notice.

- 11.3 Notice of Directors' meetings must be given to each Director.

- 11.4 Every notice calling a Directors' meeting must specify:

11.4.1 the place, day and time of the meeting; and

11.4.2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 11.5 Notice of Directors' meetings need not be in Writing.

- 11.6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

12. Participation in Directors' meetings

- 12.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

12.1.1 the meeting has been called and takes place in accordance with the Articles; and

12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 12.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

- 12.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13. Quorum for Directors' meetings

13.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but unless otherwise so fixed it shall be two.

13.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

13.3.1 to appoint further Directors; or

13.3.2 to call a general meeting so as to enable the members to appoint further Directors.

14. Chairing of Directors' meetings

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

15. Decision making at a meeting

15.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.

15.2 Except as provided for in Article 15.3, in all proceedings of Directors each Director must not have more than one vote.

15.3 In the case of an equality of votes, the chair shall have a second or casting vote.

16. Decisions without a meeting

16.1 The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

16.2 A decision which is made in accordance with Article 16.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

16.2.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

16.2.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 16.2;

16.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

16.2.4 the Recipient must prepare a minute of the decision in accordance with Article 45.

17. Conflicts of interest

17.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

17.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

17.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 16 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 18, he or she must:

17.3.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

17.3.2 not be counted in the quorum for that part of the meeting; and

17.3.3 withdraw during the vote and have no vote on the matter.

17.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

18. Directors' power to authorise a conflict of interest

18.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

18.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 17.3;

18.1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

18.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation; and

18.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 18.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from

meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

- 18.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 18.1 (subject to any limits or conditions to which such approval was subject).

19. Register of Directors' interests

The Directors may cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

APPOINTMENT AND RETIREMENT OF DIRECTORS

20. Methods of appointing directors

- 20.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.
- 20.2 The number of Directors shall not be less than two.
- 20.3 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
- (a) by the member or members; or
 - (b) by a decision of the Directors.

21. Termination of Director's appointment

A person ceases to be a Director as soon as:

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act, or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- (e) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;

- (f) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason;
- (g) at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views.

22. Directors' remuneration

Directors are not entitled to any remuneration.

23. Directors' expenses

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- (a) meetings of Directors or committees of Directors;
- (b) general meetings; or
- (c) separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

24. Becoming a member

- 24.1 The subscriber to the Memorandum will be the first member of the Company.
- 24.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
- 24.3 No person shall be admitted a member of the Company unless he, she or it is approved by the member or members.
- 24.4 Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the member or members require and executed by him, her or it.

25. Termination of membership

- 25.1 Membership is not transferable to anyone else.
- 25.2 Membership is terminated if:
 - 25.2.1 the member dies or ceases to exist;
 - 25.2.2 otherwise in accordance with the Articles; or

- 25.2.3 such member is expelled from membership by an ordinary resolution in that behalf carried at a duly convened General Meeting of the company at which such member shall be first afforded the opportunity to make representations on the matter.

ORGANISATION OF GENERAL MEETINGS

26. General meetings

- 26.1 The Directors may call a general meeting at any time.
- 26.2 The Directors must call a general meeting if required to do so by the member or members under the Companies Acts.

27. Length of notice

All general meetings must be called by either:

- 27.1 at least 14 Clear Days' notice; or
- 27.2 shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

28. Contents of notice

- 28.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.
- 28.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 28.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

29. Service of notice

Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company.

30. Attendance and speaking at general meetings

- 30.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 30.2 A person is able to exercise the right to vote at a general meeting when:
- 30.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

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

30.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

30.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

30.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

31. Quorum for general meetings

31.1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present.

31.2 If the Company has just one member, one person entitled to vote on the business to be transacted (being a member, a proxy for a member or a duly Authorised Representative of a member) shall be a quorum. If the Company has more than one member, two persons entitled to vote on the business to be transacted (being a member, a proxy for a member or a duly Authorised Representative of a member) shall be a quorum.

31.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

32. Chairing general meetings

32.1 The Chair (if any) or in his or her absence some other Director nominated by the Directors will preside as chair of every general meeting.

32.2 If neither the Chair nor such other Director nominated in accordance with Article 32.1 (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting.

32.3 If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting.

33. Attendance and speaking by Directors and non-members

33.1 A Director may attend and speak at any general meeting.

33.2 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

34. Adjournment

34.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

34.1.1 the meeting consents to an adjournment; or

34.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

34.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

34.3 When adjourning a general meeting, the chair of the meeting must:

34.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

34.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

34.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it:

34.4.1 to the same persons to whom notice of the Company's general meetings is required to be given; and

34.4.2 containing the same information which such notice is required to contain.

34.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

35. Voting: general

35.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

35.2 A person who is not a duly Authorised Representative or proxy for a member or a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

36. Votes

- 36.1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a member, proxy or Authorised Representative of a member) and entitled to vote shall have a maximum of one vote.
- 36.2 On a vote on a resolution on a poll at a meeting every member present in person or by proxy or Authorised Representative shall have one vote.
- 36.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.
- 36.4 The following provisions apply to any organisation that is a member ("a Member Organisation"):
 - 36.4.1 a Member Organisation may nominate any individual to act as its representative ("an Authorised Representative") at any meeting of the Company;
 - 36.4.2 the Member Organisation must give notice in Writing to the Company of the name of its Authorised Representative. The Authorised Representative will not be entitled to represent the Member Organisation at any meeting of the Company unless such notice has been received by the Company. The Authorised Representative may continue to represent the Member Organisation until notice in Writing is received by the Company to the contrary;
 - 36.4.3 a Member Organisation may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in Writing to the contrary is received by the Company;
 - 36.4.4 any notice in Writing received by the Company shall be conclusive evidence of the Authorised Representative's authority to represent the Member Organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the Authorised Representative has been properly appointed by the Member Organisation;
 - 36.4.5 an individual appointed by a Member Organisation to act as its Authorised Representative is entitled to exercise (on behalf of the Member Organisation) the same powers as the Member Organisation could exercise if it were an individual member;
 - 36.4.6 on a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Member Organisation would be entitled to if it was an individual member present in person at the meeting; and
 - 36.4.7 the power to appoint an Authorised Representative under this Article 36.4 is without prejudice to any rights which the Member Organisation has under the

Companies Act and the Articles to appoint a proxy or a corporate representative.

37. Poll votes

37.1 A poll on a resolution may be demanded:

37.1.1 in advance of the general meeting where it is to be put to the vote; or

37.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

37.2 A poll may be demanded by:

37.2.1 the chair of the meeting;

37.2.2 the Directors;

37.2.3 two or more persons having the right to vote on the resolution;

37.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote at the meeting, holds two or more votes; or

37.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

37.3 A demand for a poll may be withdrawn if:

37.3.1 the poll has not yet been taken; and

37.3.2 the chair of the meeting consents to the withdrawal.

37.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

38. Errors and disputes

38.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

38.2 Any such objection must be referred to the chair of the meeting whose decision is final.

39. Content of proxy notices

39.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

39.2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

39.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

39.4 Unless a Proxy Notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

40. Delivery of proxy notices

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

40.2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

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

41. Amendments to resolutions

41.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

41.1.1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

41.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

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

- 41.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 41.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 41.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

42. Written resolutions

- 42.1 Subject to Article 42.3, a written resolution of the Company passed in accordance with this Article 42 shall have effect as if passed by the Company in general meeting:
 - 42.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.
 - 42.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 42.2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 42.3 A members' resolution under the Companies Act removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 42.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Act.
- 42.5 A member signifies their agreement to a proposed written resolution when the Company receives from him, her or it an authenticated Document identifying the resolution to which it relates and indicating his, her or its agreement to the resolution.
 - 42.5.1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature.
 - 42.5.2 If the Document is sent to the Company by Electronic Means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner agreed by the Directors or if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement or if it is from an email

Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means.

- 42.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 42.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

43. Means of communication to be used

- 43.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 43.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- 43.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

44. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Act specifies that such informality, irregularity or want of qualification shall invalidate it.

45. Minutes

- 45.1 The Directors must cause minutes to be made:

- 45.1.1 of all appointments of officers made by the Directors;

- 45.1.2 of all resolutions of the Company and of the Directors; and

- 45.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the

proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

- 45.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

46. Records and accounts

The Directors shall comply with the requirements of the Companies Act as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

- 46.1 annual reports;
46.2 annual returns; and
46.3 annual statements of account.

47. Indemnity

- 47.1 Subject to Article 47.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
- (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act); and
- (c) any other liability incurred by that Director as an officer of the Company or an associated company.

- 47.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.

- 47.3 In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant Director" means any Director or former Director of the Company or an associated company.

48. Insurance

- 48.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

- 48.2 In this Article:

- (a) a “relevant Director” means any Director or former Director of the Company or an associated company;
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

SCHEDULE

INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
“Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
“Articles”	the Company’s articles of association;
“Authorised Representative”	means any individual nominated by a Member Organisation to act as its representative at any meeting of the Company in accordance with Article 36;
“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
“Chair”	has the meaning given in Article 7;
“chairman of the meeting”	has the meaning given in Article 32;
“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Act;
“Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“Companies Act”	means the Companies Act 2006;
“Company”	Quest (NI) Ltd;
“Conflict of Interest”	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
“Director”	a director of the Company, and includes any

	person occupying the position of director, by whatever name called;
“Document”	includes, unless otherwise indicated, any Document sent or supplied in Electronic Form;
“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
“Hard Copy Form”	has the meaning given to it in the Companies Act 2006;
“Memorandum”	the Company’s memorandum of association;
“paid”	means paid or credited as paid;
“participate”	in relation to a Directors’ meeting, has the meaning given in Article 12;
“Proxy Notice”	has the meaning given in Article 39;
“Secretary”	the secretary of the Company (if any) appointed by the Directors;
“specified”	means specified in the memorandum and articles of association of the Company for the purposes of this paragraph;
“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
“Writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company.