



**FILE COPY**

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

Company No. 373998

The Registrar of Companies for Scotland hereby certifies that

**A & R BROWN 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 Scotland

Given at Companies House on **2nd March 2010**



**\*NSC373998U\***



**Companies House**  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

IN01

Application to register a company

EDINBURGH  
FEE PAID  
COMPANIES HOUSE

Oyez

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 for  
You cannot use this form to register a  
limited liability partnership. If you use this form, please use for

TUESDAY



SCT 02/03/2010 581  
COMPANIES HOUSE

ase  
.uk

## 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 \*

### Company details

Please show the proposed company name below.

Proposed company  
name in full ①

A & R BROWN LIMITED

For official use

SC373998

**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](http://www.companieshouse.gov.uk)

### 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](http://www.companieshouse.gov.uk)

### 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](http://www.companieshouse.gov.uk)

### 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](http://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

FLAT 3/1, 1

Street

STOW STREET

Post town

PAISLEY

County/Region

Postcode

P A 1 2 J J

## 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.

## 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](http://www.companieshouse.gov.uk)

## 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](http://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

## Secretary appointments ③

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5.

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

③ 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.

## Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address  
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

## Signature ④

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

Signature	<div style="border: 1px solid black; width: 100px; height: 40px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; width: 20px; height: 20px; display: flex; align-items: center; justify-content: center;">X</div> <div style="border: 1px solid black; width: 20px; height: 20px; display: flex; align-items: center; justify-content: center;">X</div> </div>
-----------	--

④ Signature  
The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

## Corporate secretary

<b>Corporate secretary appointments ①</b>	
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	
<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.  <b>Registered or principal address</b> 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.	
<b>Location of the registry of the corporate body or firm</b>	
Is the corporate secretary registered within the European Economic Area (EEA)?	
► Yes Complete Section C3 only ► No Complete Section C4 only	
<b>EEA companies ②</b>	
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	
<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).	
<b>Non-EEA companies</b>	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
Registration number	
<b>④ Non-EEA</b> 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.	
<b>Signature ⑤</b>	
I consent to act as secretary of the proposed company named in Section A1.	
Signature	Signature X X
<b>⑤ Signature</b> The person named above consents to act as corporate secretary of the proposed company.	

IN01

Application to register a company

## Director

D4

## 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*	MRS
Full forename(s)	ANGELA
Surname	BROWN
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	1 8 10 8 1 9 7 7
Business occupation (if any) ④	PUB MANAGEMENT

## 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.

## 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	FLAT 3/1, 1
Street	STOW STREET
Post town	PAISLEY
County/Region	
Postcode	P A 1 2 J J
Country	SCOTLAND

## 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.

## Signature ⑥

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

Signature	Signature X <i>Angela Brown</i> X
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## ⑥ Signature

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

IN01

Application to register a company

## Director



## Director appointments ①

Please use this section to list all the director appointments taken on formation.  
For a corporate director, complete Sections E1-E5.

## 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.

Title*	MR
Full forename(s)	ROBERT
Surname	BROWN
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	<div>4</div> <div>1</div> <div>4</div> <div>6</div> <div>0</div> <div>6</div> <div>1</div> <div>9</div> <div>7</div> <div>5</div>
Business occupation (if any) ④	FIRE & FLOOD TECHNICIAN



## 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.

## 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.

Building name/number	FLAT 3/1, 1
Street	STOW STREET
Post town	PAISLEY
County/Region	
Postcode	<div>P</div> <div>A</div> <div>1</div> <div></div> <div></div> <div>2</div> <div>J</div> <div>J</div>
Country	SCOTLAND




## Signature ⑥

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

## ⑥ Signature

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

Signature	<div>Signature</div> <div>×</div>  <div>×</div>
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IN01

Application to register a company

## Corporate director

<b>E1 Corporate director appointments</b> ①		<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.  <b>Registered or principal address</b> 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.
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		
<b>Location of the registry of the corporate body or firm</b> Is the corporate director registered within the European Economic Area (EEA)? ▶ Yes Complete Section E3 only ▶ No Complete Section E4 only		
<b>EEA companies</b> 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		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		
<b>Non-EEA companies</b> 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		<b>④ Non-EEA</b> 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.
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
<b>Signature</b> ⑤ I consent to act as director of the proposed company named in Section A1.		
Signature	Signature X	<b>⑤ Signature</b> 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).

**Share capital in pound sterling (£)**

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

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£1.00		2	£ 2.00
				£
				£
				£
<b>Totals</b>			2	£ 2.00

**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
<b>Totals</b>				

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
<b>Totals</b>				

**Totals**

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

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

Total number of shares

Total aggregate  
nominal value ④③ Including both the nominal value and any  
share premium.③ Number of shares issued multiplied by  
nominal value of each share.

② Total number of issued shares in this class.

**Continuation Pages**

Please use a Statement of Capital continuation  
 page if necessary.

IN01

Application to register a company



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

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

Class of share

ORDINARY

Prescribed particulars

SAVE AS OTHERWISE EXPRESSLY PROVIDED EVERY MEMBER HOLDING ORDINARY SHARES SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE REGISTERED IN HIS NAME AND THE RIGHT TO PARTICIPATE IN ANY DISTRIBUTION DECLARED PROPORTIONATE TO THE MEMBERS SHAREHOLDING.

ON A WINDING UP OF THE COMPANY THE ASSETS REMAINING AFTER PAYMENT OF THE DEBTS AND OBLIGATIONS OF THE COMPANY SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SHARES IN THE COMPANY IN PROPORTION TO THE AMOUNT PAID UP THEREON RESPECTIVELY.

**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 		 <b>Prescribed particulars of rights attached to shares</b> 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.  <b>Continuation pages</b> Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

# IN01

Application to register a company



## 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 ANGELA BROWN	ORDINARY	1	STERLING	£1.00		£1.00
Address FLAT 3/1, 1 STOW STREET PAISLEY PA1 2JJ						
Name ROBERT BROWN	ORDINARY	1	STERLING	£1.00		£1.00
Address FLAT 3/1, 1 STOW STREET PAISLEY PA1 2JJ						
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).

**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

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

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?

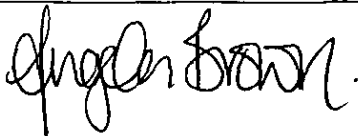

- ▶ No Go to Section H1 (Statement of compliance delivered by the subscribers).
- ▶ Yes Go to Section H2 (Statement of compliance delivered by an agent).

**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	

**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		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
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  
(Ref: BR/1774/1 CJH)

Company name  
Lindsays

Address  
Caledonian Exchange

19A Canning Street

Edinburgh

Post town

County/Region

Postcode  
E H 3 8 H E

Country

DX  
ED25 - Edinburgh

Telephone  
0131 229 1212

**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 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 of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House.'

**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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

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lindsays

**COMPANIES ACT 2006**

**MEMORANDUM OF ASSOCIATION**

**OF**

**A & R BROWN LIMITED**

LINDSAYS  
Caledonian Exchange  
19A Canning Street  
Edinburgh EH3 8HE  
Tel: +44 131-229 1212  
Ref: CJH/PRS/BR/1774/1

**February 2010**

COMPANIES ACT 2006, SECTION 8


A & R BROWN LIMITED

MEMORANDUM OF ASSOCIATION

Each subscriber to this Memorandum wishes to be formed into a Company under the Companies Act 2006 and agrees to take at least one share.

Name of the Subscriber

Number of Ordinary Shares  
taken by the Subscriber

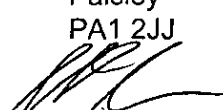
.....  ..... (signature)

Date: 25/2/2010

Name: Angela Brown

ONE (1)

Address: Flat 3/1, 1 Stow Street  
Paisley  
PA1 2JJ

.....  ..... (signature)

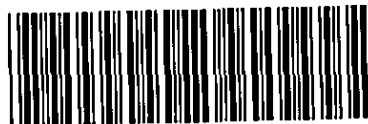
Date: 25/02 2010

Name: Robert Brown

ONE (1)

Address: Flat 3/1, 1 Stow Street  
Paisley  
PA1 2JJ

TUESDAY



SCT 02/03/2010 582  
COMPANIES HOUSE

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**lindsays**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**A & R BROWN LIMITED**

**LINDSAYS**

Caledonian Exchange  
19A Canning Street  
Edinburgh EH3 8HE  
Tel: +44 (0) 131-229 1212  
Ref: CJH/PRS/BR/1774/1

**February 2010**

**ARTICLES OF ASSOCIATION**  
**OF**  
**A & R BROWN LIMITED ("the Company")**

PRELIMINARY AND INTERPRETATION.....	3
SHARES.....	5
LIEN.....	6
TRANSFER OF SHARES .....	6
GENERAL MEETINGS .....	6
VOTES OF MEMBERS .....	7
DIRECTORS AND SECRETARY .....	8
DISQUALIFICATION OF DIRECTORS .....	9
ALTERNATE DIRECTORS .....	9
DIRECTORS' INTERESTS .....	10
DIRECTORS' DECLARATION OF INTERESTS .....	11
BORROWING POWERS .....	12
NOTICES.....	12
WINDING UP .....	13
THE SEAL .....	13
INDEMNITY.....	14
INDEMNITY FOR CERTAIN LEGAL EXPENSES .....	14
INSURANCE .....	14

## PRELIMINARY AND INTERPRETATION

1 In these Articles, unless the context otherwise requires:

<b>"Act"</b>	means the Companies Act 2006 and any reference in these Articles to any provision of such act or other legislative instrument shall be deemed to include a reference to any evaluating modification or re-enactment of that provision from time to time;
<b>"Articles"</b>	means the Company's articles of association for the time being in force and a reference in these Articles to an article is a reference to the relevant article of these Articles unless provided otherwise;
<b>"business day"</b>	means any day (other than a Saturday, Sunday or public holiday in Scotland) on which clearing banks in Edinburgh are generally open for business;
<b>"Conflict"</b>	has the meaning given in article 35;
<b>"eligible director"</b>	means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);
<b>"Model Articles"</b>	means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;
<b>"Regulation(s)"</b>	means a specific model article(s) contained in the Model Articles; and
<b>"Share Capital"</b>	means the issued share capital of the Company as the directors may from time to time decide upon.

2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles. Unless the context requires otherwise, words or expressions used in these articles bear the same meaning as in the Act (as said Act is in force at the date of adoption of these articles).

- 2.1 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 2.2 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
  - 2.2.1 any subordinate legislation from time to time made under it; and
  - 2.2.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 2.3 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 2.4 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles. Regulations 9(1) and (3), 11(2), 13, 14(1), (2), (3) and (4), 17(2), 44(2), 49, 52 and 53 of the Model Articles shall not apply to the Company.
- 2.5 Regulation 2 of the Model Articles shall be amended so that the liability of any Member in default of a call is increased by the addition at the end of Regulation 2 "and all expenses that may have been incurred by the Company by reason of such non-payment".
- 2.6 Regulation 7 of the Model Articles shall be amended by:
  - 2.6.1 the insertion of the words "for the time being" at the end of Regulation 7(2)(a); and
  - 2.6.2 the insertion in Regulation 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".
- 2.7 Regulation 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors) and the secretary (where applicable)" before the words "properly incur".
- 2.8 In Regulation 25(2)(c) of the Model Articles, the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity".
- 2.9 Regulation 27(3) of the Model Articles shall be amended by the insertion of the words ", subject to Regulation 10," after the word "But".
- 2.10 Regulation 29 of the Model Articles shall be amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under Regulation 28(2)," after the words "the transmittee's name".
- 2.11 Regulation 31(a) to (d) (inclusive) of the Model Articles shall be amended by the deletion, in each case, of the words "either" and "or as the directors may

otherwise decide".

3 The Company shall not:-

3.1 offer any shares in or debentures of the Company to the public for subscription;  
or

3.2 allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

4 The Company shall not have power to issue share warrants to bearer.

## SHARES

5 The shares comprised in the share capital of the Company shall be at the disposal of the Directors of the Company and the Directors are hereby unconditionally authorised in terms of Section 549 of the Act, at any time from the date of incorporation of the Company, to allot or agree to allot relevant securities of the Company (as defined in the Act). The authority hereby given may at any time, subject to the said Section 549, be renewed, revoked or varied by ordinary resolution of the Company in General Meeting.

6 Subject to the provisions of the Act the Company may issue redeemable shares and may, by special resolution, redeem or purchase its own shares (including redemption or purchase out of capital).

7 Unless otherwise determined by special resolution of the Members of the Company, any unissued shares in the capital of the Company from time to time shall before they are issued be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively. The offer shall be made by notice specifying the numbers of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. Section 561(1) and sub-sections (1) to (5), inclusive, of Section 562 of the Act shall not apply to the Company.

8 The Company shall be entitled, but shall not be bound, to accept and, in case of acceptance, shall be entitled to record in such manner as it may think fit notices of any trusts in respect of any of the shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust, whether express,



implied, or constructive, in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were the absolute owners thereof. For the purpose of this Article "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time being or such other rights in case of transmission thereof as may apply.

## LIEN

- 9 The Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all monies presently payable by him or his estate to the Company.

## TRANSFER OF SHARES

- 10 Every instrument or notices of transfer shall be left at the registered office of the Company for registration, together with the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer his shares.
- 11 As per the provisions of Section 771 of the Act and in accordance with Regulation 26 the Directors may, as soon as reasonably practicable, but in their absolute discretion and issuing a reason therefore to the transferee, decline to register any transfer of any share whether or not it is a fully paid share.
- 12 All instruments or notices of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall, on demand be returned to the person depositing the same.
- 13 Any guardian of a minor Member and any curator or representative of a Member who is insane, of unsound mind or otherwise incapax or if an order is made in respect of him under the Mental Health Act 1983 or the Mental Health (Care and Treatment) (Scotland) Act 2003, and any person becoming entitled to shares in consequence of the death, bankruptcy, declared insolvency or liquidation of any Member, or otherwise by operation of law, shall upon producing such evidence as sustains the character in respect of which he proposes to act under this Article or of his title, as the Directors think sufficient may, with the consent of the Directors (which they shall not be under any obligation to give) be registered himself as a Member in respect of such shares.

## GENERAL MEETINGS

- 14 The Company shall not be required to hold Annual General Meetings. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Two Members entitled to attend at that meeting, present in person or by proxy or (if a corporation) a duly authorised

representative shall constitute a quorum. Where the Company is or becomes a single Member company the attendance of a person (or a recognised proxy) or (if a corporation) a duly authorised representative shall constitute a quorum in the case of a single Member Company.

- 15 If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved. Regulation 41 shall not apply to the Company.
- 16 A Member may participate in a meeting of the Company by means of conference telephone or similar communications equipment whereby all the Members participating in the meeting can hear each other and the Members participating in a meeting in this manner shall be deemed to be present in person at such a meeting.
- 17 If and so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be valid and effectual as if agreed by the Company in General Meeting. Any decision taken by a sole Member shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.
- 18 Where a resolution is to be proposed as a written resolution and such written resolution is accepted by or on behalf of:
  - (a) in the case of an ordinary resolution, over 50%; and
  - (b) in the case of a special resolution, 75% or more

of the Members who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed shall, subject always to the provisions of the Act from time to time, be valid, effectual and binding on all of the Members of the Company. Any such written resolution may consist of several documents in materially the same form, each accepted by or on behalf of the requisite number of Members. In the case of a corporation which is a Member of the Company, acceptance (following Section 296 of the Act) by a director or its secretary or by a duly appointed and authorised attorney or representative shall be sufficient. Acceptance of a written resolution shall be in terms of the procedure set out in Section 296 of the Act. A proposed written resolution circulated to the Members shall lapse if it is not passed by the requisite number of Members before the expiration of 28 days from the Circulation Date stated on the proposed written resolution.

- 19 A poll may be demanded at any general meeting by any qualifying person (as defined in section 321 of the Act) present and entitled to vote at the meeting.

## VOTES OF MEMBERS

- 20 Save as otherwise expressly provided every Member holding Ordinary Shares shall be entitled to one vote for each share registered in his name.

## DIRECTORS AND SECRETARY

- 21 The number of Directors shall not be less than one and, in the event of there being only one Director, the quorum for the transaction of business by the Directors shall be one. In all other instances, the quorum shall be two. In the event of there being only one Director, he shall have authority to exercise all powers and discretions expressed to be vested in the Directors generally by the Model Articles and by these Articles. There shall be no maximum number of Directors unless the Company in General Meeting otherwise determines by ordinary resolution.
- 22 The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association.
- 23 The Directors shall not be required to retire by rotation.
- 24 The Company may by ordinary resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- 25 The Directors may appoint a person who is willing to act 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 determined in accordance with these Articles as the maximum number of Directors for the time being in force.
- 26 A Director who is absent from the United Kingdom or who is not resident in the United Kingdom shall be entitled to receive notice of a meeting, provided that Director has given the Company an address outside the United Kingdom.
- 27 A Director may participate in a meeting of the Board of Directors or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the Directors participating in the meeting can hear each other, and the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting.
- 28 A resolution in writing which has been signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors (which signature may be evidenced by letter, electronic mail, facsimile, or otherwise as the Directors may from time to time resolve to permit) shall be as effective as a resolution duly passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the same terms each signed by one or more Directors but a resolution signed by an alternate director need not also be signed by his appointer, and if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
- 29 The Directors may appoint any person who is willing to act as the secretary, for such term, at such remuneration and on such terms and conditions as the Directors may from time to time think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each by a decision of the Directors.
- 30 Any Director may call a directors' meeting by giving not less than 7 business days' notice of the meeting (or such lesser notice period as the Directors, in their sole discretion may agree from time to time). Such notice can be given by electronic mail, letter, facsimile or otherwise.
- 31 If the number of votes at any Directors' meeting, for and against a proposed is equal,

the chairman or other director chairing the meeting has a casting vote.

## DISQUALIFICATION OF DIRECTORS

- 32 The office of a Director shall be vacated:
- 32.1 if he become bankrupt or insolvent or compound with his creditors;
  - 32.2 if he be convicted of any indictable offence within the meaning of Section 2 of the Company Directors Disqualification Act 1986 or if he becomes prohibited or disqualified from being a Director by reason of any order made under that act;
  - 32.3 if pursuant to any statutory provision he is removed or prohibited from being a director;
  - 32.4 if he absent himself from the meetings of the Directors for a period of six months without special leave of absence from the other Directors, and they pass a resolution that he has, by reason of such absence, vacated office;
  - 32.5 if he gives notice in writing that he resigns his office;
  - 32.6 if he becomes insane, of unsound mind or otherwise incapax or if an order is made in respect of him under the Mental Health Act 1983 or the Mental Health (Care and Treatment) (Scotland) Act 2003;
  - 32.7 if he, being an agent, employee or servant of the Company, ceases to be employed by the Company.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' minute book stating that such Director has ceased to be a Director of the Company.

## ALTERNATE DIRECTORS

- 33 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct.
- 34 A Director, or any such other person permitted under the Act to do so, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors, in addition to his own vote or votes as a Director (if any), to the same number of votes to which each Director whom he represents would have been entitled if personally present. An alternate Director shall, however, count as only one for the purpose of determining whether a quorum is present.

## DIRECTORS' INTERESTS

- 35 The Directors may, in accordance with the requirements set out in Articles 35 to 41, authorise any matter proposed to them by any Director which would, if not authorised, involve or constitute a Director (an "**Interested Director**") breaching or infringing his duty under section 175 of the Act to avoid conflicts of interest (the "**Conflict**").
- 36 Any authorisation under Articles 35 to 41 will be effective only if:
- 36.1 the matter in question, to the extent permitted by the Act, shall have been proposed by any Director for consideration at a meeting of the Board of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
  - 36.2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Interested Director; and
  - 36.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director had not been counted in the vote.
- 37 In the event that the Company has a sole director, such director shall be entitled to authorise a Conflict and shall be obliged to declare such Conflict to the Members.
- 38 Any authorisation of a matter under Articles 35 to 41 may (whether at the time of giving the authority or subsequently):
- 38.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
  - 38.2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine on the Interested Director; or
  - 38.3 be terminated or varied by the Directors at any time.
- This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.
- 39 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:
- 39.1 is excluded from discussions (whether at meetings of the Board of Directors or otherwise) related to the Conflict;
  - 39.2 is not given any documents or other information relating to the Conflict; or
  - 39.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.

Notwithstanding the fact that the Directors have made provisions (or otherwise) under this Article 39, the Interested Director whose Conflict has been authorised shall not be in breach of his duties to the Company where the Interested Director, of his own accord, does not attend any discussions, refuses to receive any documents or information relating to the Conflict or refuses to vote on any resolution relating to the Conflict (or refuses to do or does any similar action).

40 Where the Directors authorise a Conflict:

40.1 the Interested Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict; and

40.2 the Interested Director will not breach or infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the Directors may impose in respect of its authorisation.

40.3 the Directors may decide (whether at the time of giving the authority or subsequently) that, if a Director has obtained any information through his involvement in the Conflict otherwise than 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:

40.3.1 disclose such information to the Directors or to any Director or other officer or employee of the Company;

40.3.2 use or apply any such information in performing his duties as a director;

where to do so would amount to a breach of that confidence and, accordingly, by not disclosing, using or applying such information, the Director shall not be in breach or infringe his duties to the Company in terms of Sections 171 to 177 of the Act.

41 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract, agreement or arrangement relating to a Conflict that has been authorised by the Board of Directors shall be liable to be avoided on such grounds.

## DIRECTORS' DECLARATION OF INTERESTS

42 A Director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other Directors before the Company enters into the transaction or arrangement in accordance with the Act.

- 43 A Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other Directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 42.
- 44 Subject, where applicable, to the disclosures required under Article 42 and Article 43, and to any terms and conditions imposed by the Directors in accordance with these Articles 42 to 45, a Director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.
- 45 A Director need not declare an interest under Article 42 and Article 43 as the case may be:
- 45.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - 45.2 of which the Director is not aware, although for this purpose a Director is treated as being aware of matters of which he ought reasonably to be aware;
  - 45.3 if, or to the extent that, the other Directors are already aware of it, and for this purpose the other Directors are treated as aware of anything of which they ought reasonably to be aware; or
  - 45.4 if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a meeting of the Board of Directors.

## BORROWING POWERS

- 46 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and in such manner as they think fit.
- 47 The Directors may grant security for all or for any sum or sums borrowed or to be borrowed, or for which the Company is or may be liable, and by way of such security may dispoise, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company including uncalled capital, if any, or may dispoise, transfer or convey the same absolutely or in trust and may give lenders or creditors power of sale and other usual and necessary powers, and may grant other securities for any debt, liability or obligation of the Company or of any third party.

## NOTICES

- 48 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:-
- 48.1 if properly addressed and sent by pre-paid UK first class post to an address in

the UK 48 hours after it is posted;

- 48.2 a Member whose registered address is not within the United Kingdom shall be entitled to receive notices at such address and such notices shall be sent to the Member by airmail. Notices sent overseas shall be deemed to be given at the expiry of a period of 5 days after the envelope containing it was posted. Sections 1143 to 1148 together with schedule 4 and 5 of the Act shall apply;
- 48.3 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 48.4 if properly addressed and sent or supplied by electronic mail (e-mail) one hour after the e-mail was sent or supplied; and
- 48.5 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 so deemed to have received) notice of the fact that the material is on the website.

For the purposes of this article, no account will be taken of any part of a day that is not a business day. 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 purposes of the Act.

## WINDING UP

- 49 On a winding up of the Company the assets remaining after payment of the debts and obligations of the Company shall be distributed among the holders of the shares in the Company in proportion to the amount paid up thereon respectively.

## THE SEAL

- 50 If the Company has a seal, in accordance with section 45 of the Act, it shall be used only with the authority of the Directors or of a committee of Directors (where the Company does not have a seal it need not be affixed to any document). The Directors may determine who shall sign any instrument to which the seal is affixed and unless so determined it shall be signed by a Director and by the Secretary or a second Director.



## INDEMNITY

- 51 Without prejudice to Articles 52 and 54 and subject to the provisions of and to the extent permitted by the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

## INDEMNITY FOR CERTAIN LEGAL EXPENSES

- 52 Subject to the Act and any agreement made between a Director and the Company in accordance with the Act, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs in connection with:
- 52.1 civil proceedings in relation to the Company (unless judgment is given against the Director and the judgment is final);
  - 52.2 criminal proceedings in relation to the Company (unless the Director is convicted and the conviction is final); or
  - 52.3 any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company (unless the court refuses to grant the Director relief, and the refusal is final).
- 53 For the purposes of Article 52 judgment, conviction or refusal of relief becomes final if:
- 53.1 the period for bringing an appeal (or any further appeal) has ended; and
  - 53.2 any appeal brought is determined, abandoned or otherwise ceases to have effect.

## INSURANCE

- 54 Subject to the Act, the Directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.

In this Article:-

- a. a "relevant officer" means any Director or former Director of the Company, any other officer or employee or former officer or employee of the Company or its associate (but not the auditors), or any trustee of a pension fund or employee benefits trust of the Company;
- b. a "relevant loss" means any loss or expenditure which has been or may be incurred

by a relevant officer in connection with that relevant officer's duties, powers or responsibilities in relation to the Company or an associate or its pension fund or employee benefits trust; and

- c. an "associate" means any subsidiary or subsidiary undertaking or holding company of such company and any other subsidiary or subsidiary undertaking of any holding company of such company ("holding company" and "subsidiary company" having the meanings set out in section 1159 and Schedule 6 of the Companies Act 2006).