

FILE COPY



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

Company No. 4768495

The Registrar of Companies for England and Wales hereby certifies that  
IMPROVE LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 18th May 2003



\*N04768495U\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



# 12

Please complete in typescript,  
or in bold black capitals.

CHFP096

## Declaration on application for registration

Company Number

Company Name in full

I, **JOHN GRAY** (For and on behalf of **FORMATION SECRETARIES LIMITED**)

of **2 CATHEDRAL ROAD, CARDIFF, CF11 9LJ**

<sup>†</sup> Please delete as appropriate.

do solemnly and sincerely declare that I am a <sup>†</sup> ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at **2 CATHEDRAL ROAD, CARDIFF, CF11 9LJ**

Day Month Year

On **13 05 2003**

<sup>•</sup> Please print name.

before me <sup>•</sup> **ANDREW WATKINS**

Signed

Date

**13/05/2003**

<sup>†</sup> A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is a query.

**RICHARDS GRAY COMPANY SERVICES LIMITED (FF/629)**

**2 CATHEDRAL ROAD**

**CARDIFF CF11 9LJ**

**Tel 029 20373740**

**DX number DX 141872**

**DX exchange CARDIFF 2**

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ**

**DX 33050 Cardiff**

or  
for companies registered in England and Wales

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**



**A19  
COMPANIES HOUSE**

**0423  
14/05/03**

Form revised June 1998



Please complete in typescript,  
or in bold black capitals.

CHFP096

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10

First directors and secretary and intended situation of  
registered office

Company Name in full

IMPROVE LIMITED

Proposed Registered Office

2 CATHEDRAL ROAD

(PO Box numbers only, are not acceptable)

Post town

CARDIFF

County / Region

SOUTH GLAM

Postcode

CF11 9LJ

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

☒

Agents Name

RICHARDS GRAY COMPANY SERVICES

Address

2 CATHEDRAL ROAD

Post town

CARDIFF

County / Region

Postcode

CF11 9LJ

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
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RICHARDS GRAY COMPANY SERVICES LIMITED (FF/629)

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CARDIFF, CF11 9LJ

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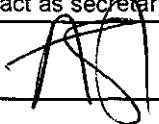
DX 235 Edinburgh



A19  
COMPANIES HOUSE

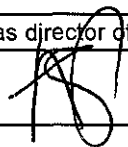
0424  
14/05/03

## Company Secretary

Company Name		IMPROVE LIMITED	
NAME	*Style / Title		*Honours etc
Forename(s)			
Surname		FORMATION SECRETARIES LIMITED	
Previous forename(s)			
Previous surname(s)			
Address		2 CATHEDRAL ROAD	
<i>Usual residential address</i>			
For a corporation, give the registered or principal office address		Post town	
		CARDIFF	
County / Region		Postcode	CF11 9LJ
Country			
I consent to act as secretary of the company named on page 1			
Consent signature			Date 13/05/2003

## Directors

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc	
Forename(s)				
Surname		FORMATION NOMINEES LIMITED		
Previous forename(s)				
Previous surname(s)				
Address		2 CATHEDRAL ROAD,		
<i>Usual residential address</i>				
For a corporation, give the registered or principal office address.		Post town		
		CARDIFF		
County / Region		Postcode	CF11 9LJ	
Country				
Date of birth		Day	Month	Year
Nationality				
Business occupation				
Other directorships				
I consent to act as director of the company named on page 1				
Consent Signature			Date 13/05/2003	

**Directors** (continued)

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>						
<b>*Voluntary details</b>	<b>Forename(s)</b>	<input type="text"/>								
	<b>Surname</b>	<input type="text"/>								
	<b>Previous forename(s)</b>	<input type="text"/>								
	<b>Previous surname(s)</b>	<input type="text"/>								
<b>Address</b>	<input type="text"/>									
<b>Usual residential address</b>	<input type="text"/>									
For a corporation, give the registered or principal office address.	<b>Post town</b>	<input type="text"/>								
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>						
	<b>Country</b>	<input type="text"/>								
	<b>Date of birth</b>	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>Nationality</b>	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	<b>Business occupation</b>	<input type="text"/>								
	<b>Other directorships</b>	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	<b>Consent Signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>						

<b>This section must be signed by</b>			
<b><i>Either</i></b>			
<b>an agent on behalf of all subscribers</b>	<b>Signed</b>	<input type="text"/>	<b>Date</b> <input type="text"/>
<b>Or the subscribers</b>	<b>Signed</b>	<input type="text"/>	<b>Date</b> <input type="text"/>
<b>(i.e. those who signed as members on the memorandum of association).</b>	<b>Signed</b>	<input type="text"/>	<b>Date</b> <input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b> <input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b> <input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b> <input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b> <input type="text"/>

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THE COMPANIES ACT 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE

CAPITAL

MEMORANDUM OF ASSOCIATION

of

IMPROVE LIMITED



1. The Company's name is IMPROVE LIMITED
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - (A) As a general commercial company.
  - (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objectives, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
  - (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
  - (D) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
  - E) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as

hereinafter provided.

(F) To do all such other things as are incidental or conducive to the attainment of the company's objects or any of them.

(G) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock, bonds, stocks and securities of any Company or corporation wheresoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed.

(H) To establish, exchange, lease, dispose of or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company.

(I) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the directors consider capable of being conducted so as directly or indirectly to the benefit the company.

(J) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or Company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(K) To lend money or give credit with or without security on such terms as the Directors may decide and to receive money on deposit or loan from and give guarantees or act as surety for any person, firms, or companies.

(L) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(M) To remunerate any employee or other person, firm or company rendering services to the Company whether by cash payment or otherwise and to pay all or any of the formation and promotion expenses of the Company and of any Company formed or promoted by the company or associated with it, and to pay for any rights interest or other property, real or personal acquired by the Company by any means or in any manner whatsoever.

(N) To establish, support or aid whether financially or otherwise in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities, and allowances to and make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(O) To take stock or shares in, or the debentures, mortgage debentures or other securities of any other company or any other property services, rights or interests in payment or part payment for any services rendered or for any sale made to or debt owing from any such company and to hold or otherwise to deal in any manner with any such property rights or interests.

(P) To sell, exchange, lease, dispose of or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(R) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, subcontractors, trustees or otherwise.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.



4. The income and property of the Company, whensoever derived, shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company. Provided that nothing herein shall prevent any payment in good faith of reasonable and proper remuneration to any member, officer or servant of the Company for any services actually rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company or of interest at a reasonable rate on money lent by a member or director of the Company, or of reasonable and proper rent for premises demised or let by any member of the Company or any director. But so that no member of the Company shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company, except repayment of out-of-pocket expenses.
5. The liability of the members is limited.
6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
7. If upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects the same or similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 thereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to this last provision, then to some other charitable object as near as may be to that of the Company.
8. The Company is not controlled by one or more:
  - (a) local authorities
  - (b) companies controlled by one or more local authorities, or
  - (c) landfill operators

**We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.**

---

Signatures, names and addresses of Subscribers:-

---

FORMATION SECRETARIES LIMITED  
2 CATHEDRAL ROAD  
CARDIFF  
CF11 9LJ



---

Dated 13th May 2003

Witness to the above Signatures:

Katharine Lawrence  
2 Cathedral Road  
Cardiff  
CF11 9LJ



Manager

**THE COMPANIES ACT 1985 & 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE**  
**CAPITAL**

**ARTICLES OF ASSOCIATION**

**of**

**IMPROVE LIMITED**

**Preliminary**

1. Subject as hereinafter expressly excluded or modified the regulations set out in Table C in the Companies (Table A-F) Regulations 1985 (such Table being hereinafter referred to as 'Table C' and Table A in such Regulations being hereinafter referred to as 'Table A') shall apply to the Company and shall be deemed to be incorporated herein, and together with the Articles hereinafter contained shall be the regulations of the Company.
2. The following regulations of Table A (As incorporated in Table C) shall not apply to the company vedelicet:- 2-35 (inclusive), 54, 55, 57, 59, 64-70 (inclusive), 73-75 (inclusive), 94, 95, 102-108 (inclusive), 110, 114, 116 and 117 and regulation 10 of Table C shall also not apply to the Company.

**Directors**

3. Unless and until the Company in general meeting otherwise determines, the number of Directors shall not be more than nine but need not exceed one. If and so long as the minimum number of Directors fixed by or pursuant to these articles is less than two, a sole Director may exercise all the powers and authorities vested in the Directors and regulation 89 of Table A shall not apply.
4. A person may be appointed or elected Director notwithstanding that he shall have attained the age of Seventy years and no Director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

### **Alternate Directors**

5. Any Director may at any time appoint any person approved by resolution of the Directors to be his alternate, and at any time remove such alternate. An alternate shall not require any share qualification and shall not be entitled to any remuneration from the company otherwise than out of the remuneration of the Director appointing him and agreed between him and such Director.

6. An alternate shall (subject to giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meetings, at which the Director appointing him is not personally present, and generally in the absence of such Director to perform all such Directors functions.

7. Any person appointed to be an alternate shall automatically cease to be an alternate if the person appointing him ceases for any reason to be a Director (or if notice removing him is given by a majority in number of the directors other than the person appointing him).

8. All appointments and removals of alternates shall be effected by instrument in writing under the hand of the Director making or of the Director or Directors revoking such appointment and shall be left at the Company's registered office.

### **Powers and Duties of Directors**

9. The business of the Company shall be managed by the Directors, who may exercise all such powers of the company (including the powers expressly mentioned in the Memorandum of Association of the Company) and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not prohibited by general law or by these Articles required to be exercised or done by the company in general meeting, subject nevertheless to the provisions of the Statutes and of these articles and to such directors (whether or not inconsistent with these Articles) as may be prescribed by the Company by special resolution; but no such Director and no alteration of these Articles shall invalidate any prior act of the Director which would have been valid if that Director or alternate has not been prescribed or made. The general powers given by this Article shall not be limited or restricted by any special authority of power given to the Directors by any other provision of these articles.

10. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part or parts of the Company's undertaking and property and (subject to compliances with the requirements of section 80 of the Companies Act 1985) to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

11. Subject to the provisions of section 317 of the Companies Act 1985 a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and if he shall vote his vote shall be counted and he shall be reckoned in the quorum at any meeting when any such contract or arrangement or other matter is under consideration.

12. The Directors shall have the power to expel any member of the Company from membership of the Company if the Directors shall consider, in the quorum at any meeting when any such contract or arrangement or other matter is under consideration.

### **Indemnity**

13. Subject to section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in regulation 188 of Table A, every Director, officer of Official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution or discharge or purported execution or discharge of his duties or in relation thereto.

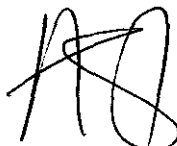
**We, the persons whose names and addresses are written below, wish to be formed into a company pursuant to these Articles of Association.**

---

Signatures, Names and Addresses of Subscribers:

---

FORMATION SECRETARIES LIMITED  
2 CATHEDRAL ROAD  
CARDIFF  
CF11 9LJ



---

Dated: 13th May 2003

Witness to the above Signatures:

KATHARINE LAWRENCE  
2 CATHEDRAL ROAD  
CARDIFF  
CF11 9LJ



Manager