



**FILE COPY**

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

Company No. 7018011

The Registrar of Companies for England and Wales hereby certifies that

**ROSME LIMITED**

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

Given at Companies House on **14th September 2009**



**\*N070180115\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

826169

000333/50

**MEMORANDUM OF ASSOCIATION  
OF  
ROSME LIMITED**

12 SEP 2009

INCORPORATION

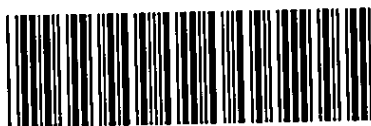
1. The name of the company is ROSME Limited.
2. The registered office of the company will be situated in England and Wales.
3. The objects for which the company is established are to:

(a) assist the members on how best to develop implement, and enforce rules and procedures designed to mitigate risks for the organisations, including:

1. to hold conferences, meetings and other similar events for networking opportunities of the company's members;
2. to prepare and publish or to administer the publication of journals, books, pamphlets and to utilise any other communication means;
3. to help identify and measure the risks faced by small and medium sized enterprises;
4. to establish and maintain libraries and collections of documents, papers and other effects;
5. to promote efficiency and usefulness of the service and the standard of professional conduct provided by members of the company and for that purpose to exercise professional supervision and disciplinary powers over them;
6. to bring together experts with similar goals and challenges to achieve the objectives of the company;
7. to establish divisions, branches and other local organisations in the United Kingdom or else where and to delegate to such organisations such powers as the institute may think fit;
8. to purchase, lease, rent, hold and dispose of any land premises for use as halls, libraries colleges, lecture rooms and offices;
9. to establish and maintain charitable or benevolent fund, including in particular funds from which may be made provision for persons who are or have been members of the company or their dependents in necessitous circumstances; and

(b) do all other things incidental or conducive to the attainment of the objects of the company.

- 4 The company shall not carry on any trade or business or engage in any transaction with a view to financial gain or profit of the members thereof. No member shall have a personal claim on any property of the institute or make any profit out of his membership except in the case of and as a salaried officer of the institute. The management of the company shall be



A36 \*A19DRD78\* 135  
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COMPANIES HOUSE

vested in a Board of Directors, hereinafter referred to as "the Board" constituted as prescribed by the Articles for the time being of the institute, hereinafter referred to as "the Articles" and all the powers of the institute shall be vested in and exercisable by the Board except so far as by this Memorandum or the Articles to be exercised by the institute in general meeting.

5. The income and property of the company when and however derived, shall be applied solely towards the promotion of the objects of the company 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 the members of the company. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the company or to any member of the company in return for any services actually rendered to the company.
6. The liability of the members is limited.
7. Every member of the company undertakes to contribute the sum of £1 to the assets of the company, 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, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If upon 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 to or distributed among the members of the company, but shall be given or transferred to some other institution or institutions having objects similar to those of the company, and which shall prohibit the distribution of its or their income and property amongst it or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, or in default thereof by a judge of the High Court of Justice and if so far as effect cannot be given to such provision, then to some charitable object or objects.

We the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Name and Address of Subscriber.

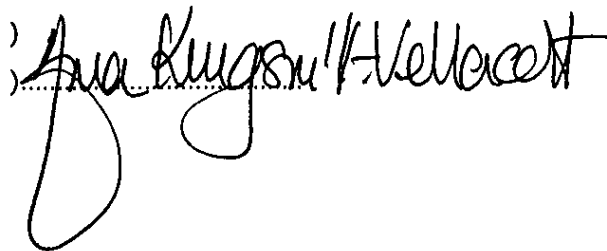
Anna Kingsmill-Vellacott of  
46 Woodville Road, London E17 7EP

Dated 1 September 2009

Witness to the above signature



MATTHEW FRANCIS NEWMAN  
THOMAS EGGAR LLP  
76 SHOE LANE, LONDON EC4A 3JB



**ARTICLES OF ASSOCIATION  
OF  
ROSME LIMITED**

**1. Preliminary**

**1.1** In these articles:

the "Act" means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;

"clear days" in relation to the period of a notice means 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;

the "Board" means the board of Directors;

"Director" means a director of the Company;

the "Company" means ROSME Limited;

and unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when these articles become binding on the Company.

**1.2** The Company is established for the purposes expressed in the memorandum of association.

**2. Admission and Retirement of Members**

**2.1** Any person may signify by writing to the Board his/her desire to become a member, and, if the Board approves such person as a member, the Board shall then enter the name of such person in the books of the Company and on such entry such person shall become a member accordingly.

**2.2** Any member desiring to retire shall signify such desire in writing to the Board and his/her name shall then be removed from the list of members and he/she shall cease to be a member or (as the case may be) a Director as soon as his/her name has been removed from the list.

**3. Rights of members**

**3.1** All members shall be entitled to attend at and vote at general meetings of the Company.

**3.2** No right or privilege of any member as such shall be transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement, or otherwise.

**4. General meetings**

**4.1** The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

**4.2** So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.

## **5. Proceedings at general meetings**

- 5.1 All business at any meeting shall be deemed special, with the exception at the annual general meeting of the consideration of the accounts and any documents annexed to them, the report of the Board and the report of the auditors, the election of Directors in the place of those retiring and the reappointment of retiring auditors and the fixing of their remuneration.
- 5.2 No business shall be transacted at any meeting unless a quorum of not less than 1 member is present at the commencement of such business.
- 5.3 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Directors or members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present the meeting shall stand dissolved.
- 5.4 The Directors and members present shall choose some one of their number to be chairman of the meeting.
- 5.5 The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.6 At any general meeting a declaration by the chairman that a resolution has been carried or lost and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact.
- 5.7 All members shall have one vote and no more. All votes shall be given personally. In the case of an equality of votes the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.

## **6. Board of Directors**

- 6.1 Directors may volunteer and be elected at annual general meeting by the members of the Company.
- 6.2 The minimum number of Directors shall be one. There shall not at any time be more than ten Directors so elected and no more than three of such Directors shall be elected in any one year. Any person so elected shall become qualified to be a Director and, if he/she signifies in writing to the secretary of the Company his/her willingness to serve as a Director, the secretary shall enter his/her name in the books of the Company. On such entry such person shall become a director and shall be entitled to all the rights and privileges of a director. Directors shall be members of the board.
- 6.3 The Directors shall be elected annually at the annual general meeting and shall at the end of their year of office be eligible for re-election. Any casual vacancy may be filled by the other members of the Board.
- 6.4 The Board shall have control over all the affairs and property of the Company and may prescribe, alter or cancel rules for the regulation of the Company and shall exercise all such powers of the Company as it thinks fit except as otherwise provided by these articles.
- 6.5 The Board shall engage all such officers and employees as it may consider necessary

and shall regulate their duties and fix their salaries.

6.6 The Board may appoint one of its number to exercise, subject to its directions, a general control over the work of the Company. This office may be honorary or at the discretion of the board, remunerated at such rate as the board may from time to time determine.

6.7 The company shall not have a secretary.

## **7. Notices**

7.1 A notice may be served by the Company on any Director or member either personally or by sending it through the post in a prepaid first class letter addressed to such Director or member at his registered place of abode.

7.2 Any notice, if served by post, shall be deemed to have been served 24 hours after it is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

## **8. Winding up**

8.1 The Company shall be wound up voluntarily whenever a special resolution is passed that the company be wound up.

8.2 Clause 8 of the memorandum of association of the Company shall have effect as if the provisions of that clause were repeated in these articles.

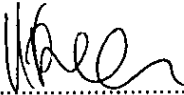
Name and Address of Subscriber.

Anna Kingsmill-Vellacott of

46 Woodville Road, London E17 7EP

Dated 1 September 2009

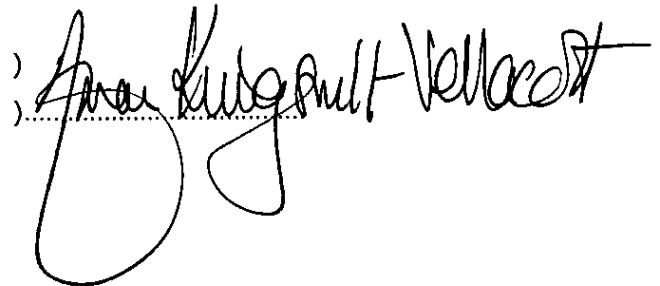
Witness to the above signature

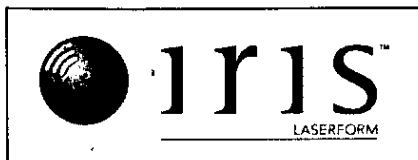
  
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MATTHEW FRANCIS NEWMAN

THOMAS EGGAR LLP

76 SHOE LANE, LONDON EC4A 3JB

  
.....



12

Please complete in typescript,  
or in bold black capitals.

CHFP025

**Declaration on application for registration****Company Name in full**

ROSME LIMITED

I,

ANNA KINGSMILL-VELLACOTT

of

46 WOODVILLE ROAD, LONDON E17 7EP

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~XXXXXXXXXXXXXXXXXXXX~~  
~~XXXXXXXXXXXXXXXXXXXX~~ [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

76 SHOE LANE, LONDON EC4A 3JB

Day Month Year

On 0 1 0 9 2 0 0 9

● Please print name.

before me ●

MATTHEW FRANCIS NEWMAN, SOLICITOR

**Signed****Date**

01.09.2009

† A ~~XXXXXXXXXXXXXXXXXXXX~~ Solicitor

You do not have to give any contact  
information in the box opposite but  
if you do, it will help Companies  
House to contact you if there is a  
query on the form. The contact  
information that you give will be visible  
to searchers of the public record.

Thomas Eggar LLP  
76 Shoe Lane  
London  
EC4A 3JB

Tel 020 7842 0000

DX number DX: 183

DX exchange LONDON CHANCERY LANE

Companies House receipt date barcode

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**  
for companies registered in England and Wales

or

**Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF**

for companies registered in Scotland

**DX 235 Edinburgh**  
**or LP - 4 Edinburgh 2**

**Company Secretary** (see notes 1-5)

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MRS

\*Honours etc

Forename(s)

ANNA

Surname

KINGSMILL-VELLACOTT

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

46 WOODVILLE ROAD

Post town

LONDON

County / Region

Postcode

E17 7EP

Country

UK

Day Month Year

Date of birth

1 0 0 8

1 9 4 9

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

AKV ASSOCIATES LIMITED

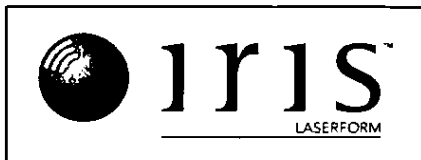
I consent to act as director of the company named on page 1

Consent signature

Date

01.09.2009





# 10

Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

### Company Name in full

ROSME LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

THOMAS EGGAR LLP

76 SHOE LANE

Post town

LONDON

County / Region

Postcode EC4A 3JB

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.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

0

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to  
contact you if there is a query on the  
form. The contact information that you  
give will be visible to searchers of the  
public record.

Thomas Eggar LLP  
76 Shoe Lane  
London  
EC4A 3JB

Tel 020 7842 0000

DX number DX: 183 DX exchange LONDON CHANCERY LANE

Companies House receipt date barcode

When you have completed and signed the form please send it to the  
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**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
**or**  
**Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF**  
for companies registered in Scotland  
**DX 235 Edinburgh**  
**or LP - 4 Edinburgh 2**

*Please list directors in alphabetical order*

NAME

**\*Style / Title**

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** ††

**↑↑ Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.**

Post town

County / Region

Postcode

Country

Day Month Year

**Date of birth****Nationality**

### Business occupation

## Other directorships

I consent to act as director of the company named on page 1

### Consent signature

Date \_\_\_\_\_

**This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).**

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

**Date**

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was** :
  - dormant,
  - a parent company which wholly owned the company making the return,
  - a wholly owned subsidiary of the company making the return, or
  - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.