File Copy

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company No. 07220134

The Registrar of Companies for England and Wales, hereby certifies that

RICHARD SYME 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 ENGLAND/WALES

Given at Companies House, Cardiff, on 12th April 2010

N072201346

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
for the record

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006

Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: **12/04/2010**

XFCFGJ35

Company Name in full:	RICHARD SYME LIMITED
Company Type:	**Private limited by shares**
Situation of Registered Office:	**England and Wales**
Proposed Register Office Address:	**SUITE 6 141/143 SOUTH ROAD HAYWARDS HEATH WEST SUSSEX UNITED KINGDOM RH16 4LZ**

I wish to adopt entirely bespoke articles

Proposed Officers

Company Secretary *1*

Type:	**Person**
Full forename(s):	**MARGARET**
Surname:	**VAN VEEN**
Former names:	
Service Address:	**SUITE 6 141/143 SOUTH ROAD** **HAYWARDS HEATH** **WEST SUSSEX** **UNITED KINGDOM** **RH16 4LZ**

Consented to Act: **Y** *Date authorised:* **12/04/2010** *Authenticated:* **YES**

Company Director *1*

Type: **Person**

Full forename(s): **MRS MARGARET**

Surname: **VAN VEEN**

Former names:

Service Address: **SUITE 6 141/143 SOUTH ROAD**
HAYWARDS HEATH
WEST SUSSEX
UNITED KINGDOM
RH16 4LZ

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **29/10/1950** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **12/04/2010** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	**ORDINARY**	*Number allotted*	**1**
		Aggregate nominal value	**1**
Currency	**GBP**	*Amount paid per share*	**1**
		Amount unpaid per share	**1**

Prescribed particulars **THESE ARE THE ORDINARY SHARES OF THE COMPANY WITH NO SPECIAL RIGHTS OR RESTRICTIONS**

Statement of Capital (Totals)

Currency	**GBP**	*Total number of shares*	**1**
		Total aggregate nominal value	**1**

Initial Shareholdings

Name: **MARGARET VAN VEEN**

Address:
SUITE 6
141/143 SOUTH ROAD
HAYWARDS HEATH
WEST SUSSEX
UNITED KINGDOM
RH16 4LZ

Class of share:	**ORDINARY**
Number of shares:	**1**
Currency:	**GBP**
Nominal value of each share:	**1**
Amount unpaid:	**0**
Amount paid:	**1**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **MARGARET VAN VEEN**

Authenticated: **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated:* **Yes**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of RICHARD SYME Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Name of each subscriber
Authentication by each subscriber

Margaret Van Veen

Dated 12 April 2010

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

RICHARD SYME LIMITED

Preliminary

1.1The company was incorporated in England and Wales.
1.2The Model Articles for private companies limited by shares in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI2008/3229) ("Model Articles") apply to the company as in force on the date when the articles of association set out below ("the articles", which expression includes any subsequent amendment to them) are adopted by the company, save that the articles prevail in the case of any exclusion, inconsistency or variation. Any reference in the articles to a numbered paragraph means the paragraph so numbered in the Model articles.
1.3The Interpretation Act 1978 and the definitions as indexed in Schedule 8 to the Companies Act 2006 ("the Act") in each case as from time to time may be amended, extended or re-enacted, apply to the articles. Words and expressions used in the articles, unless the context otherwise requires, have the same meaning as in the Act. Any reference in the Articles to a particular statutory provision includes the provision from time to time may be amended, extended or as re-enacted. The heading and index do not affect the construction, interpretation and meaning of the articles.
1.4The articles are included within the meaning of the Company's constitution ("constitution") according to section 17 of the Act (a company's constitution), and the provisions of the constitution bind the members to the same extent as if they are covenants on the part of the Company and each of its members to observe the provisions.

Directors

Number

2.1 The number of directors may be fixed by the Company, but unless and until so fixed there will be no maximum number, and the minimum number will be one. A person who has not attained the age of 16 years may not be appointed as a director.

Quorum

2.2 No decision of the directors may be made without the participation of, no resolution of the directors may be passed without the presence of, and no meeting of the directors may be held without the attendance throughout of, in each case, not less than two of them, or one director so long as that person is the only member of the Company (in any case "the quorum") except only to convene a meeting of the members to appoint sufficient directors to make up the minimum number of directors. Subject to that paragraphs 7 to 11 (except 11(2) and (3)) apply, but paragraph 14 applies even if there is only one director, and the company must have at least one director who is a natural person.

Objects unrestricted

2.3 The objects of the Company are unrestricted, and its business is to be managed as the directors may decide, and they may resolve that it will

2.3.1 assume the obligations or any of them and pay the cost of forming and

registering the company

2.3.2 novate or otherwise assume any contracts within the objects of the company entered into before or after incorporation of it

Directors obligations

2.4 The Directors must

2.4.1 exercise all the powers of the Company on its behalf for the benefit of the members as a whole

2.4.2 comply with all provisions, qualifications and restrictions in the constitution

2.4.3 have regard (amongst other matters to their general duties under the Act and take proper account of section 7(2) of the Act (company not to be formed for an unlawful purpose)

Start and Continuity of Business

2.5 The business and any part or parts of it may be commenced as any time or times, and discontinued or held in abeyance for any period or periods as the directors may resolve, and may be conducted by them alone or together with any person, firm or company as the directors may decide. Subject to that, paragraphs 3 and 4 apply, and subject to the articles and to any requirement or restriction agreed by the Company to the contrary the directors are authorised to borrow without limit. Any one of them may execute a document in the presence of a witness who attests the signature of the director, and the document will have the same effect as if executed under the common seal (if any) of the company. The directors are authorised to change the name of the Company.

Devolution of Powers

2.6 The directors may delegate any of their powers subject to any requirement or restriction agreed by the company to the contrary, and may procure the appointment of an agent of the company as to arrangements in relation to values added tax, and subject to that paragraph 5 applies.

Change of Decisions

2.7 Any decision or resolution of the directors may be amended or revoked by a majority decision or resolution of the directors except that any unanimous decision or resolution of all persons who were directors when the decision was made may be amended or revoked only by a unanimous decision or resolution of all persons who are for the time being directors, but no such decision o resolution invalidates anything done already by the directors.

Appointment

2.8 A person may be appointed by majority resolution of the directors or ordinary resolution of the members at any time to hold office as director either to fill a casual vacancy or as an additional director, and subject to that paragraph 17 applies.

Alternate directors

2.9 Each director, on giving prior notice in writing to all the other directors, may appoint another director, or any person not being a director approved by majority decision of the other directors, to hold office as director ("alternate") and represent in substitution for (but not as well as) the appointor, and may remove or replace the alternate, and each alternate will

2.9.1 be subject to all the provisions applicable to the other directors except appointing an alternate, and the alternate will be entitled to participate in any decision, to vote on any resolution of the directors and to receive notice of all meetings of the directors and shareholders, subject to giving the company an address at which notices to the alternate may be served, and to attend, speak and vote at any meeting where the appointor is entitled to be, but is not, present

2.9.2 have a separate vote for each director represented but may represent more than one director, and any vote cast by an alternate who is otherwise a director will be in addition to any vote cast as alternate

2.9.3 be deemed to be re-appointed as alternate at any meeting where the appointor is re-appointed or deemed to be re-appointed as a director unless the contrary is expressed in writing by the appointor, but will cease to hold office as alternate as soon as the appointor ceases to be a director

2.9.4 will not be an agent of the appointor, and as a director will not be liable for the acts and defaults of any alternate director, and

2.9.5 will not be taken into account in reckoning the minimum number of directors allowed for the time being, but will be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors where the alternate is entitled to vote.

Emoluments

2.10 The directors, including any managing director but excluding any alternate, are entitled to all emoluments agreed to be paid by the company for general services and any particular services required by the directors to be provided directly or indirectly to or on behalf of the Company, and subject to that paragraph 19 applies

Disbursements

2.11 The Company must reimburse the directors including any alternate for all proper and reasonable expenses incurred by them in the discharge of their functions as directors, and in addition the Company will repay, as the directors think fit, all costs, expenses and disbursements of or in connection with legal advice and without limitation other advice obtained in connection with the affairs of the Company, and subject to that paragraph 20 applies

Notice of Meetings

2.12 Notice of any meeting of the directors must be given in writing as defined in paragraph 1 to all of them

Meetings by phone or online

2.13 The contemporaneous linking electronically or by telephone or of a number of the directors will constitute a meeting of the of the directors wherever in the world they are, so long as the directors taking part

constitute a quorum and each of them is able to hear or in the case of email are connected online with each other of them throughout the meeting

Conflict of Interest

2.14 A director may not be counted as participating in the decision-making process for voting or quorum purposes as to any existing or proposed transaction or arrangement in which that director is interested or upon any matter arising out of that unless the director has disclosed beforehand in writing that interest to all of the directors. If none of the directors objects the director will be counted as participating in the decision-making process for voting or quorum purposes, but in any case subject to section 177 (duty to declare interest in proposed transaction or arrangement), section 182 (declaration of interest in existing transaction or arrangement) and if the company has only one member to section 231 (contract with sole member who is also a director) of the Act, and subject to that paragraph 14 applies.

Board Minutes

2.15 The directors must cause minutes to be recorded and kept for at least 10 years for the purposes of sections 248 and 249 of the Act (Minutes of Directors Meeting), but the directors need not sign their names for the purpose of recording their attendance at any meeting. A minute of the proceedings will be sufficient evidence of it and of the observance of all necessary formalities if certified by the chairman, and subject to that paragraph 9 applies.

Funds for relief from liability

2.16 The Company may provide funds to meet the expenditure incurred or to be incurred by a director or other officer in defending any criminal or civil proceedings or in connection with any application under section 661 (3) and (4) (acquisition of shares by innocent nominee) and section 1157 (general power to grant relief in case of honest and reasonable conduct) of the Act and may do anything to enable that expenditure to be avoided subject in any case to repayment in the event of final conviction, judgement or refusal of an application for relief mentioned in section 205 (2) of the Act (repayment where exception for expenditure not available)

Insurance against liability

2.17 The Company may purchase and maintain insurance against liability relating to the Company in respect of any negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the Company for the time being, but the directors must state the existence of any such insurance in their report for each financial year, and the company may make such provision according to section 232(4) of the Act as has been previously lawful for dealing with conflicts of interest involving any director

Indemnity against liability

2.18 Subject to compliance with sections 233 to 238 of the Act (provision of protection of directors from liability) and whether or not in connection with any application under sections 661(3) or (4) or 1157 of the Act (powers of the court to grant relief) or otherwise, the company will

indemnify and keep indemnified and save harmless every director and other officer of the Company out of the assets of the Company against

2.18.1 losses and liabilities of the Company and liabilities to third parties sustained or incurred in or about the execution of their duties of office or otherwise in relation to the Company, and no director or other officer will be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the proper execution of the duties of the office

2.18.2 liability incurred by the director or officer in defending any proceedings, whether civil or criminal, in which judgement is not given against the director or officer or in which the director or officer is acquitted or in connection with any application under the provision mentioned above in which relief is granted by the court t the director or officer

2.18.3 liability for the payment of any sum due primarily from the company.

Entrenching directors in office

2.19 One hundred votes attach to every share held by a director on a resolution for removal of the director from office and on a resolution for the altercation of this article subject to the constitution and to any agreement or arrangement with the Company to which the director is party, and the director may demand a poll at any meeting on such resolution. This article 2.19 may be amended or repealed only by agreement of all the members according to section 22 of the Act (entrenched provisions of the articles), and the Company is to give notice of that to the registrar of companies.

Shares

Allotment of securities to public prohibited

3.1 The Company is a private company and may not offer any of its shares or debentures, whether for cash or otherwise, to the public or allot or agree to allot 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

General power of allotment of shares

3.2 Shares and any right to subscribe for, or to convert any security into, shares (other than shares shown in the memorandum of association to have been taken by the subscribers to it or shares allotted in pursuance of an employees' share scheme) may be allotted and issued to such persons at such times (but subject as mentioned below), in such proportions, upon such terms(except at discount but without prejudice to permitted commissions) and with such rights (including redemption) or restrictions, including but without limitation as to differentiation between members of calls, and without prejudice to the generality of that in consideration in whole or in part for any property or services for the benefit of the Company and credited for that as fully or partly paid up, as the directors, but subject to the articles, may think fit.

Authority of directors for shares

3.3 The directors are authorised to exercise generally and unconditionally the power of the Company to

3.3.1 allot and issue securities in the capital of the Company and to grant rights to subscribe for or convert any security into shares in its capital according to section 550 of the Act (authorisation to exercise power of allotment with only one class of shares) without limit in amount and time

3.3.2 allot and issue securities in the capital of the Company and to grant rights to subscribe for or convert any security into shares in its capital according to section 551 of the Act (authorisation to allot shares without restriction to the number of classes of shares) up to a maximum amount of shares having a nominal value equal t the highest amount of shareholders funds (comprising the total assets remaining after deducting the sum of current and other liabilities shown in the annual accounts of the Company) for any accounting reference period ending before the fifth anniversary of the adoption of the articles. This authority will expire on the date of that anniversary, except after that the directors may exercise the power of allotment in pursuance of an offer or agreement made by the Company before that date or in pursuance of any authority given in accordance with the Act, and a resolution of the Company to give, vary, revoke or renew authorisation under that section may be an ordinary resolution, even though it amends the articles

3.3.3 allot equity securities as if sections 561 existing shareholders rights of pre-emption) and 562 (communication of pre-emption offers to shareholders) of the Act do not apply and subject as may be resolved otherwise by special resolution the existing shareholders right of pre-emption is excluded generally according to section 567(2)(a) of the Act (general exclusion by private companies of requirement for equity securities) in relation to the allotment of equity securities, and so long as the Company has only one class of shares allot equity securities as if section 561 does not apply, or in either case those sections apply with such modification as the Directors may determine.

Acquisition of own shares

3.4 The Company may in accordance with and subject to part 18 if the Act and all other provisions (if any) in force for the time being

3.4.1 give financial assistance for the purpose of acquisition of shares in the Company or its holding Company or subsidiary of its holding Company if any

3.4.2 issue shares that are to be redeemed or are liable to be redeemed at the option of the company or the holder of them and the directors are authorise to determine that conditions, manner and terms of redemption, but no redeemable shares may be issued at any time when there are no issued shares of the Company that are not redeemable.

3.4.3 purchase its own shares including its own redeemable shares subject to compliance with the provisions of Chapter 4 in part 18 of the Act, and

3.4.4 make a payment in respect of the redemption or purchase of any of its own paid up shares out of capital subject to compliance with the provisions of chapter 5 in part 18 of the Act or out of the distributable profits of the Company or the proceeds of a fresh issue of shares, and as to redemption on the date or dates (to be fixed prior to the issue of such shares) and terms and in the manner as may be determined at any time or

times by the directors but the amount to be paid on redemption will be fixed on, and by the terms of, issue of the shares
Directors' discretion on transfers

3.5 The directors may refuse to register any transfer or any renunciation of any share whether or not it is a fully paid share, but they must give the transferee notice of refusal to register the transfer together with the reasons for refusing as soon as practical and in any event within two months after the date on which the transfer is lodged with the Company. The transferee of any fully paid share need not execute whether under seal or under hand the instrument of transfer.

Replacement of certificates

3.6 The certificate or warrant (subject to article 3.8) of any security issued or granted by the Company defaced, lost, worn out or destroyed may be replaced on payment of a fee on terms as to evidence and indemnity, and the payment of all expenses of the Company of investigating evidence, as the directors think fit, and on the return to the Company of any certificates or warrant to be replaced that is defaced or worn out.

Share warrants

3.7 The Company, if the directors think fit and subject to any terms and conditions (if any) as to notices, requisition of, or submitting an resolution to, or attending and voting at any meeting and as to any other matter as the directors may from time to time decide, may

3.7.1 issue a warrant with respect to any fully paid shares stating that the bearer of the warrant is entitled to the shares specified in it

3.7.2 provide by coupons or otherwise for the payment of future dividends on the shares included in the warrant,

3.7.3 but the shares specified in the warrant may be transferred by delivery of the warrant, the holder of the warrant may surrender it at any time for cancellation and then the name of the holder is to be entered in the register of members, and the bearer of any share warrant issued by the Company will be deemed to be a member of the Company subject as above to the full extent.

Evidence before replacement

3.8 A new warrant may not be issued to replace one that has been lost unless the directors are satisfied beyond reasonable doubt that the original has been destroyed.

Advance payment of share capital

3.9 The directors may receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares, whether or account of the nominal value of the shares or by way of premium. The directors may pay interest out of the distributable profits of the Company at any rate that they may decide upon all or any of the moneys so paid in advance until those moneys would become presently payable, but the payment of those moneys will not entitle the holder of the shares to participate in respect of them in a dividend subsequently declared.

Members

Minimum Number

4.1 The Company may have only one member and then

4.1.1 there must be recorded in the register of members that there is only one member, and, as may be the case, that membership is increased, and the date on which the event occurs

4.1.2 the Company must ensure that on entering into a contract, other than a contract in writing in the ordinary course of business of the Company, with that member being the sole director, the terms of the contract are either set out in a written memorandum or recorded in the minutes of the first meeting of the directors next after making the contract
4.1.3 that member must provide the Company with a written record of any decision taken that have effect as if agreed by the Company in general meeting, and that member will be a quorum, and subject to that paragraph 38 (1) applies

4.1.4 on that member no longer holding for whatever reason shares in the capital of the Company and on proof of title and application in writing by the person or persons entitled to the shares or any of them that person or persons or the company secretary (if any) may enter the name or names of that person or those persons in respect of the shares in the register of members subject to stamping any relevant instrument as required by law

Registration of successor

4.2 subject to article 4.1.4 it will not be necessary for a person, on becoming entitled to a share in consequence of the death, bankruptcy, insolvency or dissolution of the sole member, to produce evidence of entitlement to the directors before being registered as the holder of the share.

Electronic Communications

4.3 Notice of any general meeting may be given by phone or in electronic form to any member who has agreed (generally or specifically) that documents and information in that form may be sent or supplied by the Company, and who has not revoked that agreement. The contemporaneous linking electronically of a number of members being not less than the quorum will be deemed to constitute a meeting of the members wherever in the world they are, so long as

4.3.1. the members who are present at and throughout the meeting constitute a quorum

4.3.2 each of the members taking part is able to hear or in the case of email is connected on line with each other of them throughout the meeting

4.3.3 and minutes of the proceedings will be sufficient evidence of them and of the observance of all necessary formalities if certified by the chairman

4.3.4. and in any case the Company may, but does not have to, hold an annual general meeting in any year if required by the members.

Short Notice

4.4. a general meeting may be called by shorter notice than 14 days if it is so agreed by a majority in number of the members who together hold not less than 90 per cent in nominal value of the shares giving the right to attend and vote at the meeting

Adjournment

4.5 The directors may cancel or adjourn any general meeting subject to the Act. Appropriate action for the orderly conduct of meetings is to be taken within the discretion of the chairman, whose decisions on matters of procedure, incidental to the business of the meeting, adjournment so as to allow properly for those who may attend, and the nature of such matters, will be final and binding, and subject to that paragraph 41(2)(b) applies.

Quorum of members

4.6 Paragraph 39 applies with the addition at the end of paragraph 41(1) of the words "and if at any time the adjourned meeting a quorum is not present within 15 minutes from the time appointed for meeting or if during the meeting a quorum ceases to be present the member or members present entitled to be counted in a quorum will be a quorum" and subject that article 4.1.3 applies.

General rule on votes

4.7.1 Section 284 of the Act (general rules on votes) applies to any resolution including but without limitation any resolution as to a voluntary arrangement under part I of the Insolvency Act 1986, but a resolution may not be passed without taking into account any second or casting vote of the chairman, and a proxy can vote at a meeting on a show of hands as well as on a poll, and a proxy may be appointed, and notice of the appointment may be given to the Company, by email, and a proxy may be elected chairman

Nomination

4.7.2 Any member ("appointor") may nominate in such form (if any) as may be prescribed by the Company another person or persons (who may or may not be a member of the Company) to be entitled to enjoy or exercise all or any rights specified by the appointor in relation to the Company according to section 145 of the Act (effect of provisions of articles as to enjoyment or exercise of members rights)

Limited liability of members

4.8 the liability of the members is limited to the amount (if any) for the time being unpaid on its issued share capital

Accounts and auditors liability

Circulation of accounts

5.1 The Company may comply with the duty to send its annual accounts and reports to every member, every holder of any debentures issued by it and to every person who is entitled to receive notice of general meetings by sending them to a current address or by sending them by electronic communications to such address as for that purpose and for the time being the Company is onnotice from that person instead of delivering or sending them by any other means.

Summary financial statement

5.2 The Company may provide a summary financial statement instead of copies of the accounts and reports to be sent out in accordance with section 423 of the Act (duty to circulate copies of annual accounts and reports)

Auditor's liability limitation agreement

5.3 So long as the Company has an auditor and subject to compliance with sections 533 to 538 of the Act (provision of protection of auditors from liability) the Company may enter into a liability limitation agreement with the auditor if it has been authorised by the members under section 536 of the Act (authorisation of agreement by members of the Company)

Winding up

Directors' discretion

6. The directors may

6.1.1 petition for winding up the Company

6.1.2 appoint an administrator under paragraph 22(2) in Schedule B1 to the Insolvency Act 1986 or apply under paragraph 12(1)(b) of that Schedule for the appointment of an administrator.

Distributions

6.2 Subject to the constitution and the rights attaching to the shares, any dividends resolved to be recommended, declared or paid, any sum resolved to be capitalised and the assets of the Company to be divided on a winding up are to be paid or distributed in proportion to the nominal amount of the shares (whether or not fully paid) held by the members entitled to them, but if any share is issued on terms that it will rank for dividend as from a particular date, that share will rank for dividend accordingly

Distribution in specie

6.3 In the winding up of or in connection with the dissolution otherwise of the Company any part of its assets, including any shares in or securities of other companies, may be divided, with the sanction of a special resolution, among the members in specie, or, with the like sanction, may be vested in trustees for the benefit of the members, and for the liquidation of the company may be closed and the company dissolved, but so that no member will be compelled to accept any assets on which there is any liability.