



FILE COPY

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

Company No. 7531634

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

YOURCO 231 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 on **16th February 2011**



N07531634G



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company



046912/40

A fee is payable with this form
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
private or public company

✗ **What this form is NOT for**
You cannot use this form to re-
a limited liability partnership. If
this, please use form LL IN01

SATURDAY



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COMPANIES HOUSE

240

Part 1 Company details

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

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

Yourco 231 Limited

For official use

--	--	--	--	--	--	--	--

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

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

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

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

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

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

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

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

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

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

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

IN01

Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number

1

Street

London Street

Post town

Reading

County/Region

Berkshire

Postcode

R G 1 4 Q W

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☒ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☐ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

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

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary**B1****Secretary appointments ①**

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

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

① Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

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

B2**Secretary's service address ③**

Building name/number	
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.

B3**Signature ④**

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

Signature	Signature  
-----------	--

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

IN01

Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Speaf1 Secretarial Limited

Building name/number

1

Street

London Street

Post town

Reading

County/Region

Berkshire

Postcode

R G 1 4 Q W

Country

England

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3** only→ No Complete **Section C4** only**C3****EEA companies 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

England

Registration number

05452648

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5**Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature

X



for and on behalf of Speaf1 Secretarial Limited

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

Director

D1

Director appointments ①

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

Title *	Mrs
Full forename(s)	Mary Catherine
Surname	Pears
Former name(s) ②	Winter
Country/State of residence ③	England
Nationality	British
Date of birth	d ² d ³ m ¹ m ⁰ y ¹ y ⁹ y ⁷ y ¹
Business occupation (if any) ④	Solicitor

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2

Director's service address ⑤

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

Building name/number	1
Street	London Street
Post town	Reading
County/Region	Berkshire
Postcode	R G 1 4 Q W
Country	England

⑤ Service address

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


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

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

D3

Signature ⑥

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

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

⑥ Signature

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

IN01

Application to register a company

Director

D1

Director appointments ①

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

Title *	
Full forename(s)	
Surname	
Former name(s) ②	
Country/State of residence ③	
Nationality	
Date of birth	<div>d</div> <div>d</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>
Business occupation (if any) ④	

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2

Director's service address ⑤

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

Building name/number	
Street	
Post town	
County/Region	
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>
Country	

⑤ Service address

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

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

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

D3

Signature ⑥

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

Signature	<div>Signature</div> <div>X</div>
-----------	-----------------------------------

⑥ Signature

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

IN01

Application to register a company

Corporate director

E1

Corporate director appointments ①

	Please use this section to list all the corporate directors taken on formation									
Name of corporate body or firm	Speaf1 Limited									
Building name/number	1									
Street	London Street									
Post town	Reading									
County/Region	Berkshire									
Postcode	R	G	1		4	Q	W			
Country	England									

① Additional appointments

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

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3** only

→ No Complete **Section E4** only

E3

EEA companies ②

	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register									
Where the company/firm is registered ③	England									
Registration number	04299511									

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4

Non-EEA companies


	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register									
Legal form of the corporate body or firm										
Governing law										
If applicable, where the company/firm is registered ④										
If applicable, the registration number										

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5

Signature ⑤

	I consent to act as director of the proposed company named in Section A1									
Signature	Signature  X for and on behalf of Speaf1 Limited X									

⑤ Signature

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

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)**.**F1 Share capital in pound sterling (£)**

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

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£1 00		2	£ 2.00
				£
				£
				£
Totals			2	£ 2.00

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

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

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

F3 Totals

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

Total number of shares	2
Total aggregate nominal value ④	£2.00

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

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

② Total number of issued shares in this class

F4

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

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

Class of share

Ordinary

Prescribed particulars

①

All of the shares rank pari passu in all respects and are ordinary shares with the following prescribed particulars:

- a) The shares have full unrestricted voting rights,
- b) The shares entitle the holder(s) to participate in any distribution by way of dividend,
- c) The shares entitle the holder(s) to a distribution of capital on a winding up or otherwise in proportion to the holding of shares,
- d) The shares are non-redeemable

① Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

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

IN01

Application to register a company

Class of share		
Prescribed particulars 1		1 Prescribed particulars of rights attached to shares The particulars are <ul style="list-style-type: none">a particulars of any voting rights, including rights that arise only in certain circumstances,b particulars of any rights, as respects dividends, to participate in a distribution,c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), andd whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Speaf1 Secretarial Limited	Ordinary	2	£	1 00		2.00
Address 1 London Street Reading RG1 4QW						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

- **Yes** Complete the sections below
 → **No** Go to **Part 5** (Statement of compliance)

G1**Subscribers**

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

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

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

1 Name
Please use capital letters

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

3 Amount guaranteed
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	
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)

H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

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

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

IN01

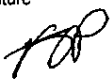
Application to register a company

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

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	Field Seymour Parkes									
Building name/number	1									
Street	London Street									
Post town	Reading									
County/Region	Berkshire									
Postcode	R	G	1		4	Q	W			
Country	England									
	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 **Ellen Moran**Company name **Field Seymour Parkes**Address **1 London Street**PO Box **174**Post town **Reading**County/Region **Berkshire**Postcode **R G 1 4 Q W**Country **UK**DX **4001 Reading 1**Telephone **+44 (0)118 9516200****Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☒ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

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

**Important information**

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

**How to pay**

A fee 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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

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

**Further information**

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

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

YOURCO 231 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

Name of each subscriber

Authentication by each subscriber

Speafi Secretarial Limited



For and on behalf of Speafi Secretarial
Limited

Dated 11 FEBRUARY 2011

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

- OF -

YOURCO 231 LIMITED

1 Preliminary

1 1 The Articles contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) (for the purposes of these Articles called "Model Articles") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company

1 2 In these Articles the following words and expressions shall have the following meanings -

"Act"	means the Companies Act 2006,
"Appointor"	has the meaning given to it in Article 5 1,
"Business Day"	means any day (other than a Saturday or a Sunday) on which clearing banks in the City of London are open for business,
"Conflict"	has the meaning given to it in Article 6 1,
"Excess Shares"	has the meaning set out in Article 7 5 2,
"Fair Price"	has the meaning set out in Article 8 2,
"Retiring Member"	has the meaning set out in Article 8 2,
"Relevant Loss"	means any loss or liability which has been made or incurred by the relevant officer in connection with the relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company,
"Relevant Officer"	means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section

235(6) of the Act)), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor,

"Transfer Notice" has the meaning set out in Article 8 2

- 1 3 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, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles
- 1 4 Headings of these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1 5 A reference in these Articles to an "Article" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 6 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
 - (a) any subordinate legislation from time to time made under it, and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 7 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
- 1 8 Articles 7, 8, 9(3), 11(2), 11(3), 13, 14(1) to (4), 16, 17, 26, 38, 49, 52, 53 of the Model Articles shall not apply to the Company
- 1 9 Article 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors)" before the words "properly incur"
- 1 10 Article 27(3) of the Model Articles shall be amended by the insertion of the words ", subject to Article 10," after the word "But"
- 1 11 Articles 31(a) to 31(d) (inclusive) of the Model Articles shall be amended by the deletion, in each case, the words "either" and "or as the directors may otherwise decide"

2 Decision making by Directors

- 2 1 The general rule about decision making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 2 3
- 2 2 The general rule in Article 2 1 shall not apply when the Company has only one director and no provision in the Articles requires it to have more than one director

- 2 3 A unanimous decision of the directors is taken when all eligible directors indicate to each other that they share a common view on a matter. Such a decision may take the form of a resolution in writing, where each director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing. A decision may not be taken in accordance with this Article 2 3 if the eligible directors would not have formed a quorum at such a meeting.

3 Proceedings of Directors

- 3 1 The quorum for the transaction of the business of the directors shall be two save where the Company only has a sole director when the quorum shall be one.
- 3 2 A director who is in any way, whether directly or indirectly, interested in any proposed transaction or arrangement with the Company, or any transaction or arrangement that has been entered into by the Company, shall declare the nature and extent of his interest to the other directors to the extent required by, and in accordance with, the Act.
- 3 3 To the extent permitted by the Act, and provided he has declared the nature and extent of his interest, a director may vote, at any meeting of the directors or at any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a transaction or arrangement in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 3 4 If the number of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting shall have a casting vote. This Article shall not apply in respect of a particular meeting (or part of a meeting) if in accordance with the Articles the chairman or other director is not an eligible director for the purposes of that meeting (or part of a meeting).
- 3 5 Any director who participates in the proceedings of a meeting by means of a communication device (including a telephone) which allows all other persons present at such meeting (whether in person or by alternate or by means of such type of communication device) to hear at all times such director and such director to hear at all times all other directors present at such meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted in the quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is then present.

4 Appointment of Directors

- 4 1 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whensoever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers and discretions by these Articles, expressed to be vested in the directors generally.

- 4 2 No person shall be appointed a director at any general meeting unless either -
- 4 2 1 he is recommended by the directors, or
 - 4 2 2 not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed
- 4 3 Subject to Article 4 2 above, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director
- 4 4 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 Article 4 1 above as the maximum number of directors and for the time being in force
- 4 5 In any case where as the result of the death of a sole member of the Company the Company has no members and no directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to Article 4 3

5 Alternate Directors

- 5 1 A director ("the Appointor") may appoint as an alternate any other director, or any other person approved by resolution of the directors to -
- 5 1 1 exercise that director's powers, and
 - 5 1 2 carry out that director's responsibilities
- in relation to the making of decisions by the directors, in the absence of the alternate Appointor
- 5 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the Appointor, or in any other manner approved by the director
- 5 3 The notice must -
- 5 3 1 identify the proposed alternate, and
 - 5 3 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate, that the proposed alternate is willing to act as an alternate of the director giving the notice
- 5 4 An alternate director may act as alternate director to more than one director and has the same rights to any decision of the directors as the alternate's Appointor
- 5 5 Except as the Articles specify otherwise, alternate directors -
- 5 5 1 are deemed for all purposes to be directors,

5 5 2 are liable for their own acts and omissions,

5 5 3 are subject to the same restrictions as their Appointors, and

5 5 4 are not deemed to be agents of or for their Appointors,

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of any meetings of committees of directors of which his Appointor is a member

5 6 A person who is an alternate director but not a director -

5 6 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's Appointor is not participating),

5 6 2 may participate in a unanimous decision of the directors (but only if his Appointor is an eligible director in relation to that decision, but does not participate), and

5 6 3 shall not be counted as more than one director for the purposes of articles 5 6 1 and 5 6 2

5 7 A director who is also an alternate director is entitled, in the absence of his Appointor, to a separate vote on behalf of his Appointor, in addition to his own vote on any decision of the directors (provided that his Appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present

5 8 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as his Appointor but shall not be entitled to receive any remuneration from the Company, for serving as an alternate director except such part of the alternate's Appointor's remuneration as the Appointor may direct by notice in writing made to the Company

5 9 An alternate director's appointment as an alternate terminates -

5 9 1 when the alternate's appointment is revoked to be proven by notice to the company in writing specifying when it is to terminate,

5 9 2 on the occurrence in relation to the alternate of any event which if it occurred in relation to the alternate's Appointor would result in the termination of the Appointor's appointment as a director,

5 9 3 on the death of the alternate's Appointor, or

5 9 4 when the alternate's Appointor's appointment as a director terminates

6 Directors' Conflicts of Interest

6 1 The directors may in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest ("Conflict")

6 2 Any authorisation under this Article will be effective only if -

- 6 2 1 the matter in question shall have been proposed by any director for consideration at a meeting 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,
 - 6 2 2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question, and
 - 6 2 3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted
- 6 3 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently) -
 - 6 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised,
 - 6 3 2 be subject to such term and for such duration, or impose such limits or conditions, as the directors may determine, and
 - 6 3 3 be terminated or varied by the directors at any time,and this will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation
- 6 4 Where the directors authorise a Conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the director -
 - 6 4 1 is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict,
 - 6 4 2 is not given any documents or other information relating to the Conflict, and
 - 6 4 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
- 6 5 Where the directors authorise a Conflict -
 - 6 5 1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict, and
 - 6 5 2 the director will not 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 impose in respect of its authorisation
- 6 6 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 Company in general meeting (subject in each case to any

terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

7 Allotment of Shares

7 1 Save to the extent authorised by these Articles, or authorised from time to time by an ordinary resolution of the members, the directors shall not exercise any power to allot shares or to grant rights to subscribe for, or to convert any security into, any share in the Company

7 2 Subject to the remaining provisions of this Article 7, the directors are generally and unconditionally authorised, for the purposes of section 551 of the Act and generally, to exercise any power of the Company to

7 2 1 offer or allot,

7 2 2 grant rights to subscribe for or convert any security into,

7 2 3 otherwise deal in, or dispose of,

any shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper

7 3 The authority referred to in Article 7 2

7 3 1 shall be limited to a maximum nominal amount of £1,000,

7 3 2 shall only apply insofar as the Company has not renewed, waived or revoked it by ordinary resolution, and

7 3 3 may only be exercised for a period of five years commencing on the date on which these Articles are adopted, save that the directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired)

7 4 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of shares made by the Company

7 5 Unless otherwise agreed by special resolution, if the directors propose to issue any shares, those shares shall not be allotted to any person unless the Company have first offered them to all members in proportion as nearly as may be to the number of existing shares of the same class of shares held by them respectively The offer

7 5 1 shall be in writing, shall be open for acceptance for a period of 10 Business Days from the date of the offer and shall give details of the number and subscription price of the relevant shares, and

7 5 2 may stipulate that any shareholder who wishes to subscribe for a number of shares in excess of the proportion to which he is entitled shall, in his acceptance, state the number of excess shares ("Excess Shares") for which he wishes to subscribe

- 7 6 Any shares not accepted by members pursuant to the offer made to them in accordance with Article 7 5 shall be used for satisfying any requests for Excess Shares made pursuant to Article 7 5 2 If there are insufficient Excess Shares to satisfy such requests, the Excess Shares shall be allotted to the applicants in proportion as nearly as may be to the number of existing shares of the same class of shares held by them respectively After that allotment, any Excess Shares remaining shall be offered to any other person as the directors may determine, at the same price and on the same terms as the offer to the members

8 Transfer of Shares

- 8 1 The directors shall register any transfer permitted by or made pursuant to Articles 8 2 to 8 7 inclusive, but subject as aforesaid the directors may decline to register any transfer of any share provided that they provide the proposed transferee with a notice of refusal to register, together with the reasons for the refusal, as soon as practicable and in any event within two months after the date on which the transfer is lodged with the Company
- 8 2 A share shall not be transferred unless it first be offered to the other at the "Fair Price" (as determined in accordance with Article 8 3) A member wishing to transfer shares ("Retiring Member") shall give notice thereof in writing to the Company and in such notice ("Transfer Notice") he shall specify the proposed transferee (if any) the number of shares to be transferred and the price which he is prepared to accept for such shares
- 8 3 On receipt of a Transfer Notice a meeting of the board of directors shall be convened at which the board shall resolve if the price set by the Retiring Member is fair If the board resolves that such price is fair then it shall be the "Fair Price" In the event that the board resolves such price is not fair they shall appoint the auditors of the Company at the cost of the Company to certify the fair value of the shares set out in the Transfer Notice and their certification shall be the "Fair Price" In so certifying the auditors shall act as experts and not as arbitrators
- 8 4 The Transfer Notice shall constitute the Company the Retiring Member's agent for the sale in accordance with the provisions of this Article 8 of the shares comprised therein at the Fair Price A Transfer Notice may not be withdrawn except with the consent of the directors which shall not be withheld if the Retiring Member pays all the costs reasonably incurred by the Company in connection with the Transfer Notice and the establishment of the Fair Price After the Fair Price of the Shares comprised in a Transfer Notice has been determined, the directors shall proceed to seek a purchaser or purchasers therefor amongst the other members (including any of their own body who are members) In the case of competition amongst the other members therefor, the same shall be apportioned amongst those wishing to purchase the same as nearly as may be in proportion to their respective holdings of shares, but so that no member shall be required to purchase more shares than he has expressed his willingness to purchase Any question of difficulty shall be resolved by the directors in such manner as they think most beneficial to the Company
- 8 5 Subject to the Retiring Member's rights under Article 8 6, upon finding purchasing members for all the shares in the Transfer Notice the Company shall give notice thereof to the Retiring Member and the sales shall be completed within 7 days thereafter If the Retiring Member fails so to complete any such

sale, the directors shall nominate some person to transfer the shares comprised in such sale to the purchasing member and shall receive the purchase money and register the purchasing member as the holder of such shares and issue to him a certificate therefor. The Retiring Member shall deliver to the Company his certificate or certificates comprising or including such shares and shall thereupon be paid the purchase money and any necessary balance certificate shall be issued to him.

8.6 If within 28 days after the fixing of the Fair Price no purchasing member has been found for the shares or some of the shares comprised in the Transfer Notice, the directors shall give notice thereof to the Retiring Member and in such case, and also if a purchasing member has failed duly to complete his purchase, the Retiring Member may at any time within 6 months after such notice was given to him, transfer the shares, to any person at any price not being less than the Fair Price. The Retiring Member shall be under no obligation to transfer any of the shares in the Transfer Notice to other members of the Company unless such members agree to purchase all the shares in the Transfer Notice.

8.7 For the purpose of this Article -

8.7.1 any transfer of any interest in shares, or

8.7.2 any direction, whether by way of renunciation, nomination or otherwise, by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself,

shall be deemed to constitute a transfer of the shares comprised in such direction or transfer and shall be deemed to constitute a Transfer Notice comprising such shares and the foregoing provisions of this Article shall apply accordingly.

9 General Meetings and Resolutions

9.1 Every notice convening a general meeting shall comply with the provisions of Section 325(1) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

9.2 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 9.3 below two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

9.3 If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.

9.4 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.

10 Sole Member

10 1 If and for 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 as valid and effectual as if agreed by the Company in general meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 168 or 510 of the Act

10 2 Any decision taken by a sole member pursuant to Article 10 1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's Minute Book

11 Company Secretary

The directors may appoint any person who is willing to act as the company secretary for such term at such remuneration and upon such conditions as they may think fit and from time to time remove such person and if the directors so decide appoint a replacement in each case by a decision of the directors

12 The Seal

If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director

13 Indemnity

13 1 Subject to Article 13 2, but without prejudice to any indemnity to which a Relevant Officer is otherwise entitled -


13 1 1 each Relevant Officer shall be indemnified out of the company's assets against the costs, charges, losses, expenses and liabilities incurred by him as a Relevant Officer in the actual or purported execution and/or discharge of his duties, or in relation to them including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a Relevant Officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

13 1 2 the Company may provide any Relevant Officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 13 1 1 and otherwise may take any action to enable any such Relevant Officer to avoid incurring such expenditure

13 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

14 Insurance

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

NAME AND ADDRESS OF SUBSCRIBER	
Speafi Secretarial Limited 1 London Street Reading Berkshire RG1 4QW	 For and on behalf of Speafi Secretarial Limited

DATED 11 FEBRUARY 2011

WITNESS to the above signature -



JAMES MINSHALL

c/o 1 London Street
Reading
Berkshire
RG1 4QW