



FILE COPY

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

Company No. 7539263

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

**NATIONAL FOOTBALL MUSEUM AT URBIS
(TRADING) 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 **22nd February 2011**



N07539263M



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01 203451/20
Application to register a company

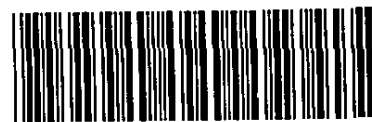


A fee is payable with this form.
Please see 'How to pay' on the last page

✓ **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
register a limited liability partnership;
this, please use form LL IN

WEDNESDAY



A04 *A86D6RPN* 60
16/02/2011
COMPANIES HOUSE

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

NATIONAL FOOTBALL MUSEUM AT URBIS (TRADING) LIMITED

For official use

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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

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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 URBIS

Street CATHEDRAL GARDENS

Post town MANCHESTER

County/Region GREATER MANCHESTER

Postcode M 4 3 B G

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

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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)	DAVID JAMES
Surname	MARTLAND
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	GREENWOOD, 73
Street	HALL LANE ASPULL
Post town	WIGAN
County/Region	GREATER MANCHESTER
Postcode	W N 2 2 S F
Country	UNITED KINGDOM

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 X  X
-----------	--

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

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Registration number

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

Signature

Signature

X

X

⑤ Signature

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

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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)	PAUL BERNARD
Surname	DERMODY
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	<div> <div>d0</div> <div>d1</div> <div>m1</div> <div>m0</div> <div>y1</div> <div>y9</div> <div>y4</div> <div>y5</div> </div>
Business occupation (if any) ④	COMPANY DIRECTOR

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	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

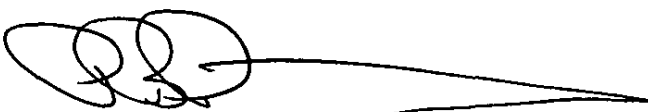
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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)	KEVIN CHARLES
Surname	MOORE
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d1 d9 m0 m4 y1 y9 y6 y0
Business occupation (if any) ④	MUSEUM DIRECTOR

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	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
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	Signature X K b Moore X
-----------	----------------------------

⑥ Signature

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

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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

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Registration number

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

X

⑤ Signature

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

IN01

Application to register a company

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

(A) ONE VOTE PER SHARE,
(B) RIGHT TO A DIVIDEND AND TO PARTICIPATE IN A DISTRIBUTION IF DECLARED IN RESPECT OF THIS CLASS OF SHARES,
(C) RIGHT TO PARTICIPATE IN A CAPITAL DISTRIBUTION ON A WINDING UP IN PROPORTION TO THE NUMBER OF SHARES HELD, AND
(D) NO SPECIAL TERMS FOR REDEMPTION AT THE OPTION OF THE SHAREHOLDER OR THE COMPANY.

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

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Application to register a company

Class of share		
Prescribed particulars 1		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <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 <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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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 THE NATIONAL FOOTBALL MUSEUM	ORDINARY	1	POUND STERLING	1 00		1.00
Address URBIS CATHEDRAL GARDENS MANCHESTER M4 3BG						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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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 detailsForename(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**

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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

1 1 1

IN01

Application to register a company

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
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

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	BRABNERS CHAFFE STREET LLP SOLICITORS	
Building name/number	HORTON HOUSE	
Street	EXCHANGE FLAGS	
Post town	LIVERPOOL	
County/Region	MERSEYSIDE	
Postcode	L 2 3 Y L	
Country	UNITED KINGDOM	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X <i>Graeme Hughes</i> X (GRAEME HUGHES, SOLICITOR, FOR AND ON BEHALF OF BRABNERS CHAFFE STREET LLP)	

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 GRAEME HUGHES

Company name Brabners Chaffe Street LLP

Address Horton House

Exchange Flags

Post town Liverpool

County/Region Merseyside

Postcode L 2 3 Y L

Country UK

DX 14118 Liverpool

Telephone 0151 600 3000



Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
☐ At the agent's 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

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF

ASSOCIATION

-of-

NATIONAL FOOTBALL MUSEUM AT URBIS (TRADING) LIMITED

**Incorporated:
Registered Number:**

**Brabners Chaffe Street LLP
Horton House
Exchange Flags
Liverpool
L2 3YL**

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

-of-

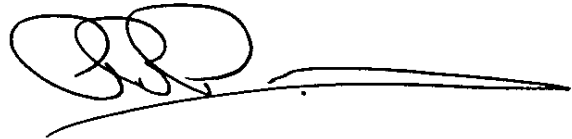
NATIONAL FOOTBALL MUSEUM AT URBIS (TRADING) LIMITED

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

The National Football Museum
(Company Number 03070670
Charity Number 1050792)

A handwritten signature in black ink, consisting of a stylized 'N' followed by a long horizontal stroke.

DATED this 15TH day of FEBRUARY 2011

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
-of-
THE NATIONAL FOOTBALL MUSEUM
AT URBIS (TRADING) LIMITED

Incorporated on

INTRODUCTION

1. Introduction and Limitation of Liability

1 1 In the articles, unless the context requires otherwise

“articles” means the company’s articles of association,

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

“chairman” has the meaning given in article 13,

“chairman of the meeting” has the meaning given in article 40;

“the charity” means The National Football Museum (registered company number 03070670 and registered charity number 1050792),

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

“conflicted director” means a director who has, or have a conflict in a situation involving the company and consequently whose vote is not to be counted in respect of any resolution to authorize such conflict who is not to be counted as participating in the quorum for the meeting (or part of the meeting) at which such resolution is to be voted on,

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called,

“distribution recipient” has the meaning given in article 32,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“fully paid” in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company,

“hard copy form” has the meaning given in section 1168 of the Companies Act 2006,

“holder” in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

“instrument” means a document in hard copy form,

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“paid” means paid or credited as paid,

“participate”, in relation to a directors’ meeting, has the meaning given in article 11,

“proxy notice” has the meaning given in article 47,

“shareholder” means a person who is the holder of a share,

“shares” means shares in the company,

“special resolution” has the meaning given in section 283 of the Companies Act 2006,

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006,

“transmittee” means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law, and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

- 1 2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company
- 1 3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

2. Liability of members

The liability of the members is limited to the amount, if any, unpaid on the shares held by them

STATEMENT OF OBJECTS

3. Objects

3 1 The company is to have unlimited capacity under section 31 of the Companies Act 2006 Notwithstanding the generality of this provision and for the avoidance of doubt the company's objects include carrying on business as a general commercial company to raise funds including donating with the benefit of gift aid any profits and carry out any other activities which may be considered to be for the benefit of the charity

3 2 If deemed necessary the company's objects include

3 2 1 To carry on any trade or business which may seem to the directors capable of being conveniently carried on in connection with the objects or calculated directly or indirectly to enhance the value of or render profitable any of the property, assets or rights of the company or the charity

3 2 2 To purchase or by any other means acquire and to take options over any property whatsoever including rights or privileges of any kind over or in respect of any property

3 2.3 To acquire or undertake the whole or any part of the business, goodwill, and assets of any company carrying on or proposing to carry on any business which the company is authorised to carry on and as part of the consideration for such acquisition to assume all or any of the liabilities of such company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such company, or for subsidising or otherwise assisting any such company, and to give or accept, by way of consideration for such a transaction or arrangement any money, property, shares, debentures, debenture stock or securities that may be agreed upon, and to retain, sell or otherwise deal with any consideration so received

3 2 4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the company

3 2 5 To invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made

3 2 6 To lend and advance money or give credit on any terms and with or without the company receiving any consideration or advantage or security directly or indirectly, for any such loans, advances, credit, indemnities or guarantees to any person, firm or company (including, without prejudice to the generality of the foregoing, any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the company), to receive money on deposit or loan upon any terms, to enter into guarantees, contracts of

indemnity and suretyship of all kinds, and to secure or guarantee in any manner including by personal covenant, mortgaging or charging all or any part of the undertaking or property, assets, in each case whether present or future, or uncalled capital of the company or, upon any terms, the payment of any sum of money or the performance of any obligation by any person, firm or company (including, without prejudice to the generality of the foregoing, any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)

- 3 2 7 To borrow and raise money any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the company's property or assets, (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or which may become binding on it
- 3 2 8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- 3 2 9 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- 3.2 10 To finance, subsidise, or otherwise assist the charity and any company in which the charity or the company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for the charity and any such company and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to the charity or any such company
- 3.2 11 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the company, or of undertaking any business or operations which may appear likely to assist or benefit the company or to enhance the value of any property or business of the company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company
- 3 2 12 To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions, for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same

- 3.2 13 To remunerate any person or company rendering services to the company either by cash payment
- 3 2 14 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the company.
- 3.2 15 If and only to the extent permitted by the Act, to give whether directly or indirectly, any kind of financial assistance (as defined in Section 677 of the Companies Acts) for any such purpose as is specified in Section 681 and/or Section 682 of the Companies Acts
- 3 2.16 To purchase and maintain insurance for the benefit of any person who is or was a director, officer or auditor of the company or of any other company which is its holding company or in which the company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the company or of any subsidiary undertaking of the company or of any such other company including (but without prejudice to the generality of the foregoing) insurance indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against, for these purposes "holding company" and "subsidiary undertaking" shall have the meanings ascribed to them in the Companies Acts
- 3 2 17 To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is for the time being the company's holding or subsidiary company or otherwise associated with the company in business or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the company, or of any company which is for the time being the company's holding or subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- 3 2 18 To do all such other things as may be deemed incidental or conducive to the attainment of the objects of the company or the charity

- 3 3 The following provisions shall apply in relation to articles 3 1 and 3 2 above
- 3.3 1 The widest interpretation shall be given to each of the provisions of articles 3 1 and 3 2 above which shall, except where the context expressly so requires, not be limited or restricted in any way by reference to or inference from any other provision in those clauses or by reference to or inference from the name of the company
- 3 3 2 None of powers conferred on the company by article 3.2 shall be exercisable in circumstances where their exercise would cause the charity trustees of the charity to be in breach of charity law.
- 3.3 3 Except where used in reference to the company, the word "company" shall be deemed to include any partnership, trust, association or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere
- 3 4 The objects set forth in each sub-article of this article 3 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in each sub-article or from the name of the company None of each sub-articles or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-article, but the company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-articles as if each sub-article contained the objects of a separate company

DIRECTORS

Directors' Powers and Responsibilities

4. Directors' general authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

5. Shareholders' reserve power

- 5 1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 5 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

6. Directors may delegate

- 6 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

- 6 1 1 to such person or committee,
- 6 1 2 by such means (including by power of attorney),
- 6 1 3 to such an extent,
- 6 1 4 in relation to such matters or territories, and
- 6 1 5 on such terms and conditions,

as they think fit

- 6 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- 6 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

7. Committees

- 7 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors
- 7 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

DECISION MAKING BY DIRECTORS

8. Directors to take decisions collectively

- 8 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 9.
- 8 2 If
 - 8.2 1 the company only has one director, and
 - 8 2 2 no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making

9. Unanimous decisions

- 9 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- 9 2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

9 3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting

9 4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

10. Calling a directors' meeting

10 1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice

10.2 Notice of any directors' meeting must indicate.

10 2 1 its proposed date and time,

10.2 2 where it is to take place, and

10 2 3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

10 3 Notice of a directors' meeting must be given to each director, but need not be in writing

10 4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

11. Participation in directors' meetings

11 1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when

11 1 1 the meeting has been called and takes place in accordance with the articles, and

11.1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

11 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

11 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

12. Quorum for directors' meetings

12 1 If and so long as there is a sole director, the sole director may exercise all the powers and authorities vested in the directors by the articles and in such circumstances the quorum for the for the transaction of business at a meeting of directors shall be one

Subject to article 12 2, where the number of directors exceeds one, the quorum for the transaction of business at a meeting of directors may be fixed from time to time by the directors and unless otherwise fixed is any two eligible directors

- 12 2 For the purpose of any meeting (or part of a meeting) held pursuant to article 8 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director.

13. Chairing of directors' meetings

- 13 1 The directors may appoint a director to chair their meetings
- 13 2 The person so appointed for the time being is known as the chairman
- 13 3 The directors may terminate the chairman's appointment at any time
- 13 4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

14. Casting vote

- 14 1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote
- 14 2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. Conflicts of interest

- 15 1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes
- 15 2 But if article 15 3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes
- 15 3 This paragraph applies when
- 15.3 1 the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,
 - 15 3 2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - 15 3 3 the director's conflict of interest arises from a permitted cause.

15 4 For the purposes of this article, the following are permitted causes

- 15 4 1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries,
 - 15 4 2 subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities,
 - 15 4 3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors; and
 - 15 4 4 the director solely being a trustee or director of the charity
- 15 5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 15.6 Subject to article 15 7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 15 7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

16. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

17. Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

18. Appointment and retirement of directors

- 18 1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution of the members
- 18.2 The directors may appoint a person who is willing to act to be a director and is permitted by law to do so, either to fill a vacancy or as an additional director

19. Termination of director's appointment

19 1 A person ceases to be a director as soon as

- 19 1 1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- 19.1 2 a bankruptcy order is made against that person,
- 19 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 19 1 4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 19 1 5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 19 1 6 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

20. Directors' expenses

20 1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at.

- 20 1 1 meetings of directors or committees of directors,
- 20 1 2 general meetings, or
- 20 1.3 separate meetings of the holders of any class of shares or of debentures of the company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

21. Secretary

The directors may appoint any such person who is willing to act as the 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

SHARES AND DISTRIBUTIONS

Shares

22. All shares to be fully paid up

22 1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue

- 22.2 This does not apply to share taken on the formation of the company by the subscribers to the company's memorandum

23. Powers to issue different classes of share

- 23.1 Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution
- 23.2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

24. Company not bound by less than absolute interests

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it

25. Share certificates

- 25.1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds
- 25.2 Every certificate must specify
- 25.2.1 in respect of how many shares, of what class, it is issued,
 - 25.2.2 the nominal value of those shares,
 - 25.2.3 that the shares are fully paid, and
 - 25.2.4 any distinguishing numbers assigned to them.
- 25.3 No certificate may be issued in respect of shares of more than one class
- 25.4 If more than one person holds a share, only one certificate may be issued in respect of it
- 25.5 Certificates must
- 25.5.1 have affixed to them the company's common seal, or
 - 25.5.2 be otherwise executed in accordance with the Companies Acts.

26. Replacement share certificates

- 26.1 If a certificate issued in respect of a shareholder's shares is
- 26.1.1 damaged or defaced, or
 - 26.1.2 said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares

26.2 A shareholder exercising the right to be issued with such a replacement certificate

26.2.1 may at the same time exercise the right to be issued with a single certificate or separate certificates,

26.2.2 must return the certificate which is to be replaced to the company if it is damaged or defaced, and

26.2.3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

27. Share transfers

27.1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

27.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share

27.3 The company may retain any instrument of transfer which is registered

27.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.

27.5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

28. Transmission of shares

28.1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share

28.2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require

28.2.1 may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and

28.2.2 subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had

28.3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares

29. Exercise of transmitters' rights

- 29 1 Transmitters who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish
- 29 2 If the transmitter wishes to have a share transferred to another person, the transmitter must execute an instrument of transfer in respect of it
- 29 3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmitter has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred

30. Transmitters bound by prior notices

If a notice is given to a shareholder in respect of shares and a transmitter is entitled to those shares, the transmitter is bound by the notice if it was given to the shareholder before the transmitter's name has been entered in the register of members

DIVIDENDS AND OTHER DISTRIBUTIONS

31. Procedure for declaring dividends

- 31 1 The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- 31.2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- 31 3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights
- 31 4 Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to the amounts paid up on the shares on which the dividend is paid on the date of the resolution or decision to declare or pay it
- 31 5 If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear
- 31 6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment
- 31 7 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

32. Payment of dividends and other distributions

32 1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means

- 32 1 1 transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide,
- 32 1.2 sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide,
- 32 1 3 sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide, or
- 32.1 4 any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide

32.2 In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable

- 32 2 1 the holder of the share, or
- 32 2 2 if the share has two or more joint holders, whichever of them is named first in the register of members, or
- 32 2 3 if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee

33. No interest on distributions

33 1 The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by

- 33.1 1 the terms on which the share was issued, or
- 33.1.2 the provisions of another agreement between the holder of that share and the company

34. Unclaimed distributions

34 1 All dividends or other sums which are

- 34 1.1 payable in respect of shares, and
- 34 1.2 unclaimed after having been declared or become payable,
- 34 1.3 may be invested or otherwise made use of by the directors for the benefit of the company until claimed

34.2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it

34 3 If

- 34.3 1 twelve years have passed from the date on which a dividend or other sum became due for payment, and
- 34 3 2 the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

35. Non-cash distributions

- 35 1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)

- 35.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution

- 35 2.1 fixing the value of any assets,
- 35.2.2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
- 35 2 3 vesting any assets in trustees.

36. Waiver of distributions

- 36 1 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if

- 36.1 1 the share has more than one holder, or
- 36.1.2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

CAPITALISATION OF PROFITS

37. Authority to capitalise and appropriation of capitalised sums

- 37 1 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution

- 37 1 1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and

- 37 1.2 appropriate any sum which they so decide to capitalise (a “capitalised sum”) to the persons who would have been entitled to it if it were distributed by way of dividend (the “persons entitled”) and in the same proportions
- 37 2 Capitalised sums must be applied
- 37 2 1 on behalf of the persons entitled, and
- 37 2 2 in the same proportions as a dividend would have been distributed to them
- 37 3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid or partly paid bonus shares to the persons entitled or as they may direct
- 37 4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct
- 37 5 Subject to the articles the directors may.
- 37.5 1 apply capitalised sums in accordance with articles 37 3 and 37 4 partly in one way and partly in another,
- 37 5 2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
- 37 5.3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

DECISION MAKING BY SHAREHOLDERS

Organisation of General Meetings

38. Attendance and speaking at general meetings

- 38 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 38 2 A person is able to exercise the right to vote at a general meeting when
- 38 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 38 2 2 that person’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 38 3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

38.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other

38.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

39. Quorum for general meetings

The quorum for a general meeting is one member. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

40. Chairing general meetings

40.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

40.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start

40.2.1 the directors present, or

40.2.2 (if no directors are present), the meeting,

must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

40.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

41. Attendance and speaking by directors and non-shareholders

41.1 Directors may attend and speak at general meetings, whether or not they are shareholders.

41.2 The chairman of the meeting may permit other persons who are not

41.2.1 shareholders of the company, or

41.2.2 otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting.

42. Adjournment

42.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

- 42 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if
- 42 2 1 the meeting consents to an adjournment, or
 - 42 2 2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 42 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 42 4 When adjourning a general meeting, the chairman of the meeting must.
- 42 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - 42 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 42.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
- 42 5 1 to the same persons to whom notice of the company's general meetings is required to be given, and
 - 42 5 2 containing the same information which such notice is required to contain
- 42 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

43. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

44. Errors and disputes

- 44 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 44 2 Any such objection must be referred to the chairman of the meeting, whose decision is final

45. Poll votes

- 45 1 A poll on a resolution may be demanded
- 45.1 1 in advance of the general meeting where it is to be put to the vote, or

45 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

45.2 A poll may be demanded by:

45 2 1 the chairman of the meeting, or

45 2 2 any person having the right to vote on the resolution

45 3 A demand for a poll may be withdrawn if

45.3.1 the poll has not yet been taken, and

45.3.2 the chairman of the meeting consents to the withdrawal

45 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

46. Content of proxy notices

46 1 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

“ . . . Limited

I/We, . . . , of . . . , being a member/members of the above-named company, hereby appoint . . . of . . . , or failing him, . . . of . . . , as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company to be held on . . . 20 . . . , and at any adjournment thereof

Signed on . . . 20”

46 2 Unless a proxy notice indicates otherwise, it must be treated as

46 2 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

46 2 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

47. Delivery of proxy notices

47 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person

47 2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

47 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

47 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

48. Amendments to resolutions

48 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

48.1 1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

48 1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

48 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

48 2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

48 2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

48 3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

ADMINISTRATIVE ARRANGEMENTS

49. Means of communication to be used

49 1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company

49 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

49.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

50. Company seals

- 50 1 Any common seal may only be used by the authority of the directors
- 50 2 The directors may decide by what means and in what form any common seal is to be used
- 50 3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- 50 4 For the purposes of this article, an authorised person is
- 50 4 1 any director of the company;
 - 50 4 2 the company secretary (if any); or
 - 50 4 3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied

51. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

52. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

DIRECTORS' INDEMNITY INSURANCE

53. Indemnity

- 53 1 Subject to article 53 2, a relevant director of the company or an associated company may be indemnified out of the company's assets against
- 53 1 1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - 53 1 2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - 53 1 3 any other liability incurred by that director as an officer of the company or an associated company.
- 53 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

53 3 In this article

53 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

53 3 2 a “relevant director” means any director or former director of the company or an associated company

54. Insurance

54 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

54 2 In this article

54 2 1 a “relevant director” means any director or former director of the company or an associated company,

54 2 2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’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, and

54.2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate