

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8313483

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

TYROLESE (747) 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 and Wales

Given at Companies House, Cardiff, on 29th November 2012



N08313483H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 29/11/2012



X1MP5KZS

<i>Company Name in full:</i>	TYROLESE (747) LIMITED
<i>Company Type:</i>	Private limited by shares
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Register Office Address:</i>	66 LINCOLN'S INN FIELDS LONDON UNITED KINGDOM WC2A 3LH

I wish to adopt entirely bespoke articles

Company Director **1**

Type: **Person**

Full forename(s): **ANTHONY ALEXANDER GROVES**

Surname: **TURNER**

Former names:

Service Address: **66 LINCOLN'S INN FIELDS
LONDON
UNITED KINGDOM
WC2A 3LH**

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

Date of Birth: **23/09/1975** *Nationality:* **BRITISH**

Occupation: **SOLICITOR**

Consented to Act: **Y** *Date authorised:* **29/11/2012** *Authenticated:* **YES**

Company Director 2

Type: **Corporate**

Name: **TYROLESE (DIRECTORS) LIMITED**

*Registered or
Principal Office
Address:* **66 LINCOLN'S INN FIELDS
LONDON
UNITED KINGDOM
WC2A 3LH**

European Economic Area (EEA) Company

Register Location: **ENGLAND AND WALES**

Registration Number: **2192437**

Consented to Act: **Y** *Date authorised:* **29/11/2012** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	1
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0
		<i>Amount unpaid per share</i>	1

Prescribed particulars

THE ORDINARY SHARES SHALL BE NON REDEEMABLE BUT SHALL HOLD FULL RIGHTS IN RESPECT OF VOTING, AND SHALL ENTITLE THE HOLDER TO FULL PARTICIPATION IN RESPECT OF EQUITY AND IN THE EVENT OF A WINDING UP OF THE COMPANY. THE SHARES MAY BE CONSIDERED BY THE DIRECTORS WHEN CONSIDERING DIVIDENDS FROM TIME TO TIME.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1
		<i>Total aggregate nominal value</i>	1

Initial Shareholdings

Name: **TYROLESE (DIRECTORS) LIMITED**

Address: **66 LINCOLN'S INN FIELDS
LONDON
UNITED KINGDOM
WC2A 3LH**

Class of share: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

*Nominal value of
each share:* **1**

Amount unpaid: **1**

Amount paid: **0**

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **7SIDE LIMITED**

Agent's Address: **14 - 18
CITY ROAD
CARDIFF
UNITED KINGDOM
CF24 3DL**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **7SIDE LIMITED**

Agent's Address: **14 - 18
CITY ROAD
CARDIFF
UNITED KINGDOM
CF24 3DL**

Company No.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

- of -

TYROLESE (747) LIMITED

Incorporated the day of 20

FARRER & CO LLP
66 Lincoln's Inn Fields
London
WC2A 3LH

THE COMPANIES ACT 2006

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

TYROLESE (747) 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 SUBSCRIBER

AUTHENTICATION BY SUBSCRIBER

TYROLESE (DIRECTORS) LIMITED

DATED 29 November 2012

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

TYROLESE (747) LIMITED

1. Preliminary

1.1 In these Articles:

1.1.1 "Model Articles" means Schedule 1 of Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended by any statute or subordinate legislation coming into force prior to the adoption of these Articles.

1.1.2 Unless expressly stated to the contrary, words and phrases used shall have the meanings ascribed to them in or by virtue of the Model Articles.

1.1.3 A reference to a "Paragraph" is to a Paragraph in the Model Articles.

1.1.4 A reference to an "Article" is to a provision of these Articles.

1.1.5 References to "the Act" are to the Companies Act 2006.

1.1.6 A reference to any particular provision of the Act is a reference to it as it is in force from time to time, taking account of any statutory modification or re-enactment of such provision for the time being in force.

1.2 The Model Articles shall, except where they are excluded or modified by these Articles, apply to the Company and, together with these Articles, shall constitute the articles of association of the Company.

1.3 The provisions of Paragraphs 6(2), 11(2), 14(1)-(4), 52 and 53 inclusive of the Model Articles shall not apply to the Company.

1.4 Paragraph 20 of the Model Articles shall be amended by:

1.4.1 the replacement of the word "may" with the word "shall"; and

1.4.2 the insertion of the words "and the Secretary (if one)" before the words "properly incur".

1.5 The Company is a private company and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of

the Company with a view to all or any of those shares or debentures being offered to the public.

2. Directors

- 2.1 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one.
- 2.2 If and so long as there is a sole director, he may exercise all the powers of the Company and all powers and authorities vested in the directors by these Articles and Paragraph 11(2) of the Model Articles shall be modified accordingly.
- 2.3 A director shall not require any shareholding qualification.

3. Powers and Proceedings of Directors

- 3.1 Subject to the provisions of the Act and the Articles and to any directions given by ordinary resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Articles and no direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
- 3.2 Subject to Article 3.3, the quorum for directors' meetings may be fixed from time to time by a decision of the directors, and unless otherwise fixed it is one eligible director.
- 3.3 Where the quorum for directors' meetings has been fixed at more than one director, for the purpose of any meeting (or part of meeting) held to authorise a director's conflict of interest in accordance with Article 4.1, 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. A reference in this Article 3 to an eligible director is to a director who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 3.4 Decisions of the directors shall be taken:
 - 3.4.1 at a meeting of the directors; or
 - 3.4.2 in the form of a directors' written resolution.

Paragraph 7 of the Model Articles shall be modified accordingly.

- 3.5 A unanimous decision is taken when all eligible directors indicate:
 - 3.5.1 at a meeting of the directors; or
 - 3.5.2 in the form of a directors' written resolution, where each eligible director has signed one or more copies of it,
- that they share a common view. Paragraph 8 of the Model Articles shall be modified accordingly.

- 3.6 Pursuant to section 77 of the Act, the name of the Company may be changed by a resolution of the directors taken in accordance with Article 3.4 above. The provisions of section 79 of the Act shall be complied with upon any change of the Company's name made pursuant to this article.

4. Conflicts of Interest

- 4.1 The directors may, in accordance with the requirements set out in these Articles and the Act, authorise any matter proposed to them by any director which would, if not authorised, involve a director ("Interested Director") breaching his duty under Section 175 of the Act to avoid conflicts of interest ("Conflict").
- 4.2 Any authorisation of a matter pursuant to Article 4.1 may (whether at the time of giving the authority or subsequently):
- 4.2.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
- 4.2.2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine; and/or
- 4.2.3 be terminated or varied by the directors at any time. This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

5. Declaration of Interest

- 5.1 Subject to the provisions of these Articles and the Act and provided the director has declared the nature and extent of his interest in accordance with sections 177 and 182 of the Act, a director:
- 5.1.1 notwithstanding his office, may be party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- 5.1.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is (directly or indirectly) interested;
- 5.1.3 is entitled to participate in discussions (whether at directors' meetings or otherwise) in respect of any transaction or arrangement with the Company in which he is in any way (directly or indirectly) interested, and his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present; and
- 5.1.4 is not required to account, by reason of being a director (or because of a fiduciary relationship established by reason of being a director), to the Company for any remuneration, profit or benefit which he derives from or in connection with any transaction or arrangement disclosed in accordance with this Article 5, nor shall the receipt of any such remuneration, profit or benefit constitute a breach of his duty under section 176 of the Act.
- 5.2 For the purpose of these Articles, an interest of a person who is connected with a director (as defined in section 252 of the Act), shall be treated as an interest of the director.

6. Appointment and Removal of Directors

- 6.1 A member or members holding a majority in nominal value of the issued shares for the time being in the capital of the Company may, from time to time, appoint any person or persons willing to act to be a director or directors either as additional directors or to fill any vacancy (provided that any appointment does not cause the total number of directors to exceed any number from time to time fixed by or in accordance with these Articles as the maximum number of directors) and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the secretary (if one) or is produced at a meeting of the directors, and any such removal shall be without prejudice to any claim which a director so removed may have under any contract between him and the Company.
- 6.2 No director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age.

7. Shares

Sections 561, 562 and 568 of the Act shall not apply to the Company.

8. General Meetings

- 8.1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. Paragraph 41 of the Model Articles shall be modified accordingly.
- 8.2 One member having the right to vote at the meeting may demand a poll and Paragraph 44(2) of the Model Articles shall be modified accordingly.

9. Notices and Communications

- 9.1 Notices to be given pursuant to these Articles (other than a notice calling a meeting of directors) shall be given in writing unless these Articles expressly provide otherwise.
- 9.2 Any document (including any notice or share certificate) or information shall be deemed served on, or delivered to, the intended recipient if:
- 9.2.1 properly addressed and sent by first class post in a pre-paid envelope to an address in the United Kingdom ("UK Address") 48 hours after it was posted or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to a UK address;
- 9.2.2 properly addressed and sent or supplied by electronic means one hour after the document or information was sent or supplied; and

- 9.2.3 sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.
- 9.3 For the purpose of Article 9.2, no account shall be taken of any part of a day that is not a Business Day and "Business Day" means a day (other than a Saturday, Sunday or bank holiday) on which banks are open for the transaction of business in the place of receipt.
- 9.4 In the case of joint holders of a share, notices shall be given to the joint holder whose name stands first in the in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
- 9.5 A member present, either in person or by proxy or, being a corporation, by its representative, at any meeting of the Company or of holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

10. Indemnity and Insurance

- 10.1 Subject to the provisions of Sections 232 to 238 (inclusive) of the Act, any person or is or was at any time a director or other officer of the Company, (but excluding in each case any person engaged by the Company as auditor ("Relevant Officer")), shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him to a person other than the Company or other member of the Group in connection with the actual or purported execution of his duties, or in relation thereto and in relation to the Company's activities as a trustee of an occupational pension scheme (as defined in Section 235(6) of the Act) including any costs, charges, losses, expenses and/or liabilities incurred by him in defending any civil or criminal proceedings, in which judgement 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 relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs, but, for the avoidance of doubt such indemnity shall not cover any liability of a director which is mentioned in Section 234(3) of the Act.
- 10.2 Subject to the Act, the provisions of Article 10.1 shall not prejudice any indemnity to which a Relevant Officer is otherwise entitled.
- 10.3 To the extent permitted by of the Act (and in accordance with Section 233 of the Act in the case of directors), the Company may (as the directors shall in their absolute discretion determine) buy and maintain insurance against any costs, charges, losses, expenses and/or liabilities falling upon its Relevant Officers which arises out of their actual or purported execution or discharge of respective duties to the Company or in relation to its affairs.