



**FILE COPY**

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

Company No. 8541560

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

**RIVER STREET MEDIA 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 **23rd May 2013**



**\*N08541560G\***



**Companies House**

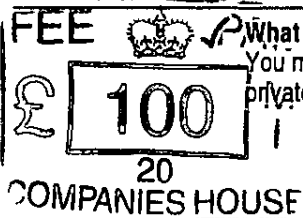


**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

# IN01

## Application to register a company

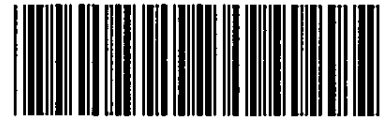
A fee is payable with this form.  
Please see 'How to pay' on the last page



☒ **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. To do this, please use form LL IN01

THURSDAY



LD1 23/05/2013 #8  
COMPANIES HOUSE

### Part 1 Company details

**A1**

#### Company name

To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below

Proposed company name in full ①

River Street Media Limited

For official use

8541560

→ **Filling in this form**  
Please complete in typescript or in bold black capitals  
  
All fields are mandatory unless specified or indicated by \*

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 on this is available in our guidance booklet GP1 at [www.companieshouse.gov.uk](http://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 our guidance booklet GP1 at [www.companieshouse.gov.uk](http://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](http://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](http://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	Vine Lodge
Street	43 St. James's Road
	Hampton Hill
Post town	TWICKENHAM
County/Region	
Postcode	T W 1 2 1 D 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](http://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](http://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)	
Surname	
Former name(s) ②	

**① Corporate appointments**

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

**Additional appointments**

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

**② Former name(s)**

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

**B2****Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**③ Service address**

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

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

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

**B3****Signature ④**

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

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

**④ Signature**

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

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

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

**④ Non-EEA**

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

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

Signature

Signature

X

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 *	Mrs
Full forename(s)	Laura Jane
Surname	Spurr
Former name(s) ②	Biggs
Country/State of residence ③	UK
Nationality	British
Date of birth	d <sub>3</sub> d <sub>1</sub> m <sub>1</sub> m <sub>2</sub> y <sub>1</sub> y <sub>9</sub> y <sub>7</sub> y <sub>0</sub>
Business occupation (if any) ④	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	Vine Lodge
Street	43 St James's Road
	Hampton Hill
Post town	TWICKENHAM
County/Region	
Postcode	T W 1 2 1 D G
Country	UK

## ⑤ Service address

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


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

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

D3

## Signature ⑥

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

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

## ⑥ Signature

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

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

- ① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.
- ④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2****Director's service address ⑤**

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

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

- ⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

**D3****Signature ⑥**

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

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

- ⑥ Signature**  
The person named above consents to act as director of the proposed company.

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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](http://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 ④If 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

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Application to register a company

**Part 3 Statement of capital**

Does your company have share capital?

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

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

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£1 00	£0 00	1	£ 1 00
				£
				£
				£
<b>Totals</b>			1	£ 1.00

**F2 Share capital in other currencies**

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

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

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

**F3 Totals**

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

Total number of shares	1
Total aggregate nominal value ④	£1 00

③ **Total aggregate nominal value**  
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

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

② Total number of issued shares in this class

**Continuation Pages**  
Please use a Statement of Capital continuation page if necessary

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	<p>The ordinary shares rank equally in all respects.</p> <p>Every holder of ordinary shares is entitled to one vote for every share held</p> <p>Every holder of ordinary shares is entitled to receive dividends and/or distributions, and to share in the capital and/or assets of the company on a distribution or on a winding-up, in proportion to their holding of ordinary shares and in proportion to the amount paid up on their ordinary shares</p> <p>The ordinary shares are not redeemable.</p>

**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

### 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 a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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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 Laura Spurr	Ordinary	1	GBP	1.00	0.00	1.00
Address Vine Lodge 43 St James's Road Hampton Hill TW12 1DG						
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 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**

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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

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Application to register a company

**Part 5****Statement of compliance**

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?


- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent).

**H1****Statement of compliance delivered by the subscribers ①**

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

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

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

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

**IN01**

Application to register a company

Subscriber's signature	Signature X	X
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		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

**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 Matthew Pexton

Company name Wedlake Bell LLP

Address 52 Bedford Row

Post town London

County/Region

Postcode W C 1 R 4 L R

Country United Kingdom

DX 166 London Chancery Lane

Telephone 020 7395 3000

**Certificate**

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

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

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- [x] 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.  
[x] 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  
[x] You have used the correct appointment sections  
[x] 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  
[x] The document has been signed, where indicated  
[x] All relevant attachments have been included  
[x] You have enclosed the Memorandum of Association  
[x] 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 is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

No.

THE COMPANIES ACT 2006

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

RIVER STREET MEDIA LIMITED

The 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

Laura Jane Spurr



DATED 26/05/ 2013

**THE COMPANIES ACT 2006**  

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**PRIVATE COMPANY LIMITED BY SHARES**  

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**ARTICLES OF ASSOCIATION**  
**OF**  
**RIVER STREET MEDIA LIMITED**

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**1. ADOPTION OF MODEL ARTICLES**

- 1 1 In these Articles "**Model Articles**" means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles
- 1 2 The articles contained in 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 Articles 7, 8, 9(1), 11(2) and (3), 13, 14(1) to (4), 27(3), 52 and 53 of the Model Articles shall not apply to the Company
- 1 4 No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company

**2. INTERPRETATION**

- 2 1 Save as otherwise specifically provided in these articles of association, words and expressions which have particular meanings in the Model Articles shall bear the same meanings in these articles of association
- 2 2 In these articles of association -
- "2006 Act"** means the Companies Act 2006,
- "address"** in relation to electronic communications includes any number or address used for the purposes of such communications,
- "Articles"** means the articles of association of the Company, and
- "eligible director"** means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter)
- 2 3 References in these Articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form including by way of electronic communications where specifically provided in a particular Article or where permitted by the directors in their absolute discretion

- 2 4 Unless the context otherwise requires, words importing the singular shall include the plural and vice versa and words importing any gender shall include all other genders Words denoting persons shall include bodies corporate and unincorporated associations
- 2 5 If, and for so long as, the Company has only one member, these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company
- 2 6 Headings are for convenience only and shall not affect the construction of these Articles

## **DIRECTORS**

### **3. DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

- 3 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 4
- 3 2 If the Company only has one director for the time being, and no provision of the Articles requires it to have more than one director, the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the Articles relating to directors' decision-making

### **4. UNANIMOUS DECISIONS**

- 4 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
- 4 2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity
- 4 3 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

### **5. CALLING A DIRECTORS' MEETING**

Any director may call a directors' meeting by giving not less than 2 business days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the company secretary (if any) to give such notice

### **6. QUORUM FOR DIRECTORS' MEETINGS**

- 6 1 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and, unless and until so fixed, shall be two

- 6 2 A person who holds office only as an alternate director shall, if he but not his appointor is present, be counted in the quorum
- 6 3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 9 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
- 6 4 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision -
- 6 4 1 to appoint further directors, or
- 6 4 2 to call a general meeting so as to enable the shareholders to appoint further directors
- 6 5 Whenever the minimum number of directors to form a quorum is one and one director only is in office, he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by these Articles, the 2006 Act or the general law are conferred on the directors

## **7. CASTING VOTE**

- 7 1 In the case of an equality of votes the chairman of a meeting of the directors shall have a casting vote
- 7 2 Article 7 1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director is not an eligible director for the purposes of that meeting (or part of a meeting)

## **8. INTEREST IN TRANSACTIONS OR ARRANGEMENTS**

A director who to his knowledge is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company shall declare the nature and extent of his interest at a meeting of the directors in accordance with the requirements of sections 177 and 182 of the 2006 Act, as applicable. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any existing or proposed transaction or arrangement in which he is interested and, if he shall do so, his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present

## **9. DIRECTORS' CONFLICTS OF INTEREST**

- 9 1 The directors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an "**Interested Director**") breaching his duty under section 175 of the 2006 Act to avoid conflicts of interest (a "**Conflict**")
- 9 2 Any authorisation under this Article 9 will be effective only if -
- 9 2 1 to the extent permitted by the 2006 Act, the matter in question has been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,

- 9 2 2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and
- 9 2 3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted
- 9 3 Any authorisation of a Conflict under this Article 9 may (whether at the time of giving the authorisation or subsequently) -
- 9 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,
- 9 3 2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict,
- 9 3 3 provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict,
- 9 3 4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit,
- 9 3 5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and
- 9 3 6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters
- 9 4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict
- 9 5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation
- 9 6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

## **APPOINTMENT OF DIRECTORS**

### **10. NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than one

### **11. METHODS OF APPOINTING DIRECTORS**

In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director Article 17(2) of the Model Articles shall be modified accordingly

### **12. APPOINTMENT AND REMOVAL OF DIRECTORS BY MAJORITY SHAREHOLDERS**

12 1 Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital of the Company at the relevant time as carries the right of attending and voting at general meetings of the Company may, by memorandum in writing signed by or on behalf of him or them (and so that in the case of a body corporate the signature of any officer or other duly appointed representative shall suffice) and delivered to each of the other shareholders and the Company at its registered office, marked for the attention of the Company secretary, if any, or delivered to a duly constituted meeting of the directors of the Company, at any time and from time to time appoint any person to be a director (whether to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed) (but such removal shall be without prejudice to any claim which the director may have for breach of contract against such member or members so removing him or the Company) In this Article references to "**in writing**" include the use of electronic communications to an address for the time being notified for that purpose by the Company to the person or persons giving the notice

12 2 Any such appointment or removal shall take effect when received by the Company or at such later time as shall be specified in such memorandum in writing

12 3 No director shall be appointed or removed otherwise than pursuant to these Articles, save as provided by law

### **13. REMOVAL OF DIRECTORS**

The office of a director shall be vacated not only upon the happening of any of the events mentioned in article 18 of the Model Articles but also if he is removed from office pursuant to Article 12 Article 18 of the Model Articles shall be modified accordingly

### **14. DIRECTORS' GRATUITIES AND PENSIONS**

The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other

manner whether similar to the foregoing or not, for any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate or the relations, connections or dependants of any such director or former director and may contribute to any fund and pay any premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Article 19 of the Model Articles shall be modified accordingly.

**15. ALTERNATE DIRECTORS**

15.1 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

15.2 Article 20 of the Model Articles shall apply to alternate directors *pari passu*.

15.3 The appointment of an alternate director terminates if the director by whom he has been appointed ceases to be a director or revokes the appointment by notice to the Company in writing specifying when it is to terminate, or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office.

**16. SECRETARY**

The directors may appoint any 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**

**17. AUTHORITY TO ALLOT SHARES**

Subject to the provisions of the 2006 Act and to these Articles, any equity securities shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to any persons at those times and generally on the terms and conditions they think proper.

**18. PAYMENT OF COMMISSION**

The Company may in connection with the issue of any shares or the sale for cash of treasury shares exercise all powers of paying commission and brokerage conferred or permitted by the Companies Acts. Any such commission or brokerage may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or other securities or the grant of an option to call for an allotment of shares or any combination of such methods.

**19. EXCLUSION OF RIGHTS TO OFFERS ON A PRE-EMPTIVE BASIS**

In accordance with section 567(1) of the 2006 Act, sections 561 and 562 of the 2006 Act shall not apply to an allotment by the Company of any equity security (as defined in section 560(1) of the 2006 Act)

**20. TRANSMISSION OF SHARES**

Subject to article 10 of the Model Articles, transmittes 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

**DECISION-MAKING BY SHAREHOLDERS**

**21. PROCEEDINGS AT GENERAL MEETINGS**

For all purposes of these Articles apart from when the Company has only one member, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. If, and for so long as, the Company has only one member, one qualifying person (as defined in section 318 of the 2006 Act) present at a meeting is a quorum

**22. POLL VOTES**

22 1 At a general meeting a poll may be demanded by any qualifying person (as defined in section 318 of the 2006 Act) present and having the right to vote at the meeting. Article 44(2) of the Model Articles shall be modified accordingly

22 2 A demand withdrawn in accordance with article 44(3) of the Model Articles shall not invalidate the result of a show of hands declared before the demand was made

**23. PROXY NOTICES**

23 1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which -

23 1 1 states the name and address of the shareholder appointing the proxy,

23 1 2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed,

23 1 3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and

23 1 4 is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate,

and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting Article 45(1) of the Model Articles shall be modified accordingly

- 23 2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 23 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 23 4 Unless a proxy notice indicates otherwise, it must be treated as -
  - 23 4 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
  - 23 4 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

## **ADMINISTRATIVE ARRANGEMENTS**

### **24. NOTICES**

- 24 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient -
  - 24 1 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 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 an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),
  - 24 1 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address,
  - 24 1 3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
  - 24 1 4 if 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
  - 24 1 5 In calculating a period of time for the purposes of delivery, no account shall be taken of any part of a day that is not a working day
  - 24 1 6 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the 2006 Act

Article 48 of the Model Articles shall be modified accordingly

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **25. INDEMNITY**

25 1 Subject to Article 25 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled -

25 1 1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer -

(a) in the actual or purported execution and/or discharge of his duties, or in relation to them, and

(b) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

25 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 25 1 1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

25 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law

25 3 In this Article -

25 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

25 3 2 a "**relevant officer**" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the 2006 Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)

### **26. INSURANCE**

26 1 To the extent permitted by the 2006 Act, the directors may exercise all the powers of the Company to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

26 2 In this Article -

- 26 2 1 a "**relevant officer**" means any director, alternate director, secretary or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the 2006 Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor),
- 26 2 2 a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
- 26 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate