



FILE COPY

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

Company No. 8661523

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

TERRAMAR (UK)

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **22nd August 2013**



N08661523I



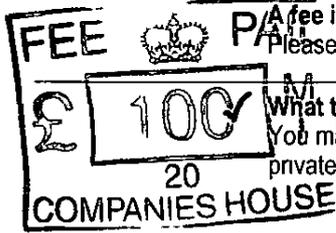
Companies House



**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

X 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 *L2FA1CSW* #107
22/08/2013
COMPANIES HOUSE

£100 154 572

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

Please show the proposed company name below

Proposed company name in full **1** TerraMar (UK)

For official use 8 6 6 1 5 2 3

→ 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

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

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

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

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

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

A4 **Company type 4**

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

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

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

IN01

Application to register a company

A5

Situation of registered office ①

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

- England and Wales
 Wales
 Scotland
 Northern Ireland

① Registered office

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

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

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

A6

Registered office address ②

Please give the registered office address of your company

Building name/number Orchard End

Street Fittleton

Post town Salisbury

County/Region Wiltshire

Postcode S P 4 9 Q A

② Registered office address

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

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

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

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

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

- Private limited by shares
 Private limited by guarantee
 Public company

Option 2

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

- Private limited by shares
 Private limited by guarantee
 Public company

Option 3

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

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

A8

Restricted company articles ④

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

④ Restricted company articles

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

IN01

Application to register a company

Part 2

Proposed officers

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

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

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

Secretary

B1

Secretary appointments ①

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

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

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

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

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

B2

Secretary's service address ③

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

③ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

B3

Signature ④

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

| | | |
|-----------|----------------|---|
| Signature | Signature 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 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)

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

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) | Ghislaine Noelle Marion | | | | | | | | | | | | | | | | |
| Surname | Maxwell | | | | | | | | | | | | | | | | |
| Former name(s) ② | | | | | | | | | | | | | | | | | |
| Country/State of residence ③ | USA | | | | | | | | | | | | | | | | |
| Nationality | British | | | | | | | | | | | | | | | | |
| Date of birth | <table border="1"><tr><td>d</td><td>2</td><td>d</td><td>5</td><td>m</td><td>1</td><td>m</td><td>2</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>1</td></tr></table> | d | 2 | d | 5 | m | 1 | m | 2 | y | 1 | y | 9 | y | 6 | y | 1 |
| d | 2 | d | 5 | m | 1 | m | 2 | y | 1 | y | 9 | y | 6 | y | 1 | | |
| Business occupation (if any) ④ | Business consultant | | | | | | | | | | | | | | | | |

- 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 | <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> | | | | | | | | | | |
| | | | | | | | | | | | |
| Country | | | | | | | | | | | |

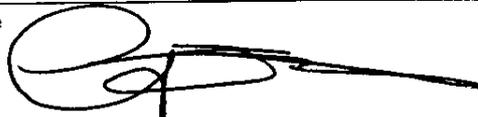
- ⑤ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

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 |
|-----------|---|

- 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) | Lucy Mary |
| Surname | Clive |
| Former name(s) ② | |
| Country/State of residence ③ | UK |
| Nationality | British |
| Date of birth | d ⁰ d ⁶ m ⁰ m ⁴ y ¹ y ⁹ y ⁶ y ³ |
| Business occupation (if any) ④ | Art 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**

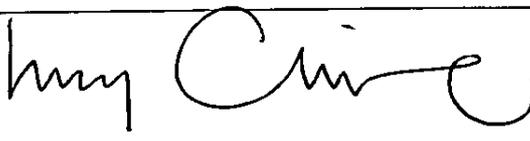
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

| | |
|----------------------|----------------|
| Building name/number | 45 |
| Street | Elgin Crescent |
| Post town | London |
| County/Region | London |
| Postcode | W 1 1 2 J U |
| 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.

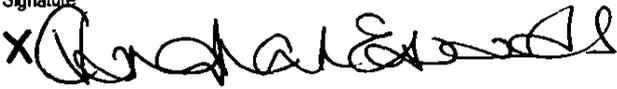
IN01 - continuation page

Application to register a company

Director

| | | |
|--------------------------------|---|--|
| D1 | Director appointments ① | <p>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.</p> <p>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.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> |
| | Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5. | |
| Title * | Mrs | |
| Full forename(s) | Catherine Mary Emma | |
| Surname | Vaughan-Edwards | |
| Former name(s) ② | Orchard | |
| Country/State of residence ③ | UK | |
| Nationality | British | |
| Date of birth | d 2 d 5 m 0 m 8 y 1 y 9 y 6 y 7 | |
| Business occupation (if any) ④ | Personal Assistant | |

| | | |
|----------------------|--|---|
| D2 | Director's service address ⑤ | <p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p> |
| | Please complete the service address below. You must also fill in the director's usual residential address in Section D4. | |
| Building name/number | Orchard End | |
| Street | Fittleton | |
| Post town | Salisbury | |
| County/Region | Wiltshire | |
| Postcode | S P 4 9 Q A | |
| Country | UK | |

| | | |
|-----------|--|---|
| D3 | Signature ⑥ | <p>⑥ Signature The person named above consents to act as director of the proposed company.</p> |
| | I consent to act as director of the proposed company named in Section A1. | |
| Signature | <p>Signature</p>  | |

IN01

Application to register a company

Corporate director

| | |
|--|------------------|
| E1 Corporate director appointments ① | |
| Please use this section to list all the corporate directors taken on formation | |
| Name of corporate body or firm | |
| 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

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 |
|--|-----------------------------------|---|--------------------|---------------------------|
| | | | | £ |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| Totals | | | | £ |

F2 Share capital in other currencies

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

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

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

F3 Totals

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

Total number of shares

Total aggregate nominal value ④

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

① Including both the nominal value and any share premium

② Total number of issued shares in this class

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

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

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

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

IN01

Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- 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

IN01

Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

| Subscriber's details | Class of share | Number of shares | Currency | Nominal value of each share | Amount (if any) unpaid | Amount paid |
|----------------------|----------------|------------------|----------|-----------------------------|------------------------|-------------|
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |

IN01

Application to register a company

Part 4

Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

→ **No** Go to **Part 5** (Statement of compliance)

G1

Subscribers

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

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

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

1 Name
Please use capital letters

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

3 Amount guaranteed
Any valid currency is permitted

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

Subscriber's details

| | |
|----------------------------|---------------------------------|
| Forename(s) 1 | Ghislaine Noelle Marion |
| Surname 1 | Maxwell |
| Address 2 | The Company's Registered Office |
| Postcode | |
| Amount guaranteed 3 | £1.00 |

Subscriber's details

| | |
|----------------------------|-------------------|
| Forename(s) 1 | Lucy Mary |
| Surname 1 | Clive |
| Address 2 | 45 Elgin Crescent |
| | London |
| Postcode | W 1 1 2 J U |
| Amount guaranteed 3 | £1.00 |

Subscriber's details

| | |
|----------------------------|---------------------------------|
| Forename(s) 1 | Catherine Mary Emma |
| Surname 1 | Vaughan-Edwards |
| Address 2 | The Company's Registered Office |
| Postcode | |
| Amount guaranteed 3 | £1.00 |

IN01

Application to register a company

Subscriber's details

| | |
|---------------------|---|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | <input type="text"/> |
| Amount guaranteed ③ | |

Subscriber's details

| | |
|---------------------|---|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | <input type="text"/> |
| Amount guaranteed ③ | |

Subscriber's details

| | |
|---------------------|---|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | <input type="text"/> |
| Amount guaranteed ③ | |

Subscriber's details

| | |
|---------------------|---|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | <input type="text"/> |
| Amount guaranteed ③ | |

Subscriber's details

| | |
|---------------------|---|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | <input type="text"/> |
| 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 |

IN01

Application to register a company

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

H2

Statement of compliance delivered by an agent

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

| | | | | | | | |
|----------------------|--|---|---|---|---|---|---|
| Agent's name | Farrer & Co | | | | | | |
| Building name/number | 66 | | | | | | |
| Street | Lincoln's Inn Fields | | | | | | |
| Post town | London | | | | | | |
| County/Region | London | | | | | | |
| Postcode | W | C | 2 | A | 3 | L | H |
| Country | UK | | | | | | |
| | I confirm that the requirements of the Companies Act 2006 as to registration have been complied with | | | | | | |
| Agent's signature | Signature X <i>Anne-Marie Ripes</i> for Farrer & Co | | | | | | X |

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Anne-Marie Piper

Company name Farrer & Co LLP

Address 66 Lincoln's Inn Fields

Post town

County/Region London

Postcode W C 2 A 3 L H

Country

DX 32 Chancery Lane

Telephone +44 (0)20 3375 7000



Certificate

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

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



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

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



Important information

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



How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to 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 or email enquiries@companieshouse.gov.uk

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

COMPANY NOT HAVING A SHARE CAPITAL

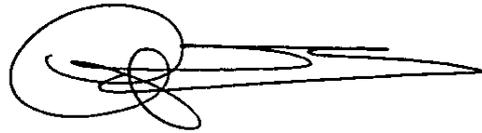
Memorandum of association of TERRAMAR (UK)

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.

Name of each subscriber

Authentication by each subscriber

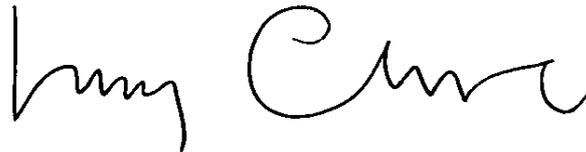
Ghislaine Noelle Marion Maxwell



Catherine Mary Emma Vaughan-Edwards



Lucy Mary Clive



13 AUGUST 2013

Dated:

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

TERRAMAR (UK)

Incorporated on

FARRER & Co

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

TERRAMAR (UK)

1. **NAME AND REGISTERED OFFICE**

1 1 The name of the **Charity** is TerraMar (UK)

1 2 The registered office of the Charity is to be in England and Wales

2. **INTERPRETATION**

2 1 The interpretation provision in **Article** 19 shall apply.

2 2 The emboldening of a word or expression on the first occasion that it is used indicates that the word or expression is defined in Article 19.

3. **OBJECTS**

The **Objects** of the Charity are to promote for the public benefit.

3 1 the conservation protection and improvement of the environment, and in particular the environment of the oceans, seas, coastlines and tidal areas,

3 2 the conservation and protection of endangered marine flora and fauna,

-
- 3 3 the education of the public in the fields of marine conservation, marine ecology and related areas, and
- 3 4 such other wholly **charitable** purposes as the **Trustees** from time to time determine

4. **POWERS**

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4 1 to make grants or loans of money and to give guarantees;
- 4.2 to raise funds (but not by means of **Taxable Trading**),
- 4 3 to take and accept any gift of money, property or other assets whether subject to any special trusts or not,
- 4 4 to publish or distribute information including without limitation, periodicals, reports and the results of such research electronically via the internet or by other means;
- 4 5 to provide information and advice,
- 4 6 to organise (or to make grants or loans towards the costs of others organising) meetings, lectures, conferences broadcasts or courses of instruction,
- 4 7 to promote carry out or provide funding for research,
- 4.8 to engage in **Campaigning Activity** and **Political Activity** to the extent permitted by charity law,
- 4.9 to co-operate or collaborate with other bodies and engage in joint ventures;
- 4 10 to enter into any funding or other arrangement with any government or any other authority (municipal, local or otherwise) and to obtain from such government or authority any rights, concessions, privileges, licences and permits;
- 4 11 to support, administer or set up other charities and undertake and execute charitable trusts,
- 4.12 to set aside funds for special purposes or as reserves against future expenditure,
- 4.13 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Acts**),

- 4 14 to acquire or hire property rights or privileges of any kind and to construct, restore, improve, maintain and alter such property;
- 4 15 to let or dispose of or turn to account property of any kind (but only in accordance with the restrictions imposed by the Charities Acts),
- 4 16 to make planning applications, applications for consent under bye-laws or building regulations or other similar applications,
- 4.17 to pay any rent and other outgoings and expenses in relation to property and to execute and do all such other instruments, acts and things as may be requisite in connection with the use, maintenance, upkeep, expansion, alteration or improvement of such property,
- 4 18 to purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Charity,
- 4 19 to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4 20 to deposit or invest funds in any manner (but to invest only after obtaining advice from a **Financial Expert**, unless the Trustees reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investments and the need for diversification),
- 4 21 to delegate the management of investments to a Financial Expert, but only on terms that
- (a) require the Financial Expert to comply with any investment policy (and any revision of that policy) set down **In Writing** for the Financial Expert by the Trustees;
 - (b) require the Financial Expert to report every transaction to the Trustees promptly,
 - (c) require the Financial Expert to review the performance of the investments with the Trustees regularly,
 - (d) entitle the Trustees to cancel the delegation arrangement at any time,
 - (e) require the investment policy and the delegation arrangement to be reviewed with the Trustees at least once a **Year**,
 - (f) require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Trustees on receipt;

- (g) prohibit the Financial Expert from doing anything outside the powers of the Trustees,
- 4 22 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body controlled by the Trustees or by a Financial Expert acting under the instructions of the Trustees) and to pay any reasonable fee required,
- 4 23 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
- 4 24 to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as **Charity Trustees** or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,
- 4.25 subject to Article 8, to employ officers, employees and workers and to engage consultants, advisers, agents and volunteers,
- 4.26 to provide and contribute to superannuation or pension funds for the officers, employees and workers of the Charity or any of them or otherwise to make provision for such officers employees and workers, their widows and children,
- 4.27 to enter into contracts to provide services to or on behalf of other bodies,
- 4.28 to arrange for the amalgamation or merger of the Charity with any charitable organisation the purposes of which in the opinion of the Trustees are similar to the purposes of the Charity either alone or as amalgamated,
- 4 29 to establish or acquire subsidiary companies,
- 4 30 to pay the reasonable and proper costs of forming and administering the Charity, and
- 4 31 to do anything else within the law which promotes or helps to promote the Objects

5. **THE TRUSTEES**

- 5 1 The Trustees as Charity Trustees have control of the Charity and its property and funds
- 5.2 The number of Trustees shall be three At least one Trustee must be a natural person and all Trustees must be **Members**.
- 5.3 The subscribers to the **Memorandum** are the first Trustees of the Charity

5.4 Any person who is willing to act as a Trustee of the Charity and is permitted to be so appointed by the law and the **Articles**, may be appointed to be a Trustee:

(a) by **Ordinary Resolution**; or

(b) by a decision of the Trustees

5.5 Subject to earlier termination under Article 5.7, Trustees shall hold office for a period of four (4) years

5.6 Any retiring Trustee who remains qualified may be re-appointed at the same meeting of the Trustees

5.7 A Trustee's term of office automatically terminates if he or she

(a) is disqualified under the Charities Acts from acting as a Charity Trustee,

(b) is incapable, whether mentally or physically, of managing his or her own affairs,

(c) is absent from two consecutive meetings of the Trustees without consent;

(d) ceases to be a Member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming **Membership** of the Charity before the next general meeting);

(e) resigns by **Written** notice to the Trustees (but only if at least two Trustees will remain in office), or

(f) is removed by a resolution of the Trustees but only after inviting the Trustee concerned to give his views and considering the matter in the light of any such views.

5.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

6. **PROCEEDINGS OF TRUSTEES**

6.1 The Trustees must hold at least two meetings each Year

6.2 A quorum at a meeting of the Trustees is two Trustees or such other number as the Trustees may from time to time decide.

6.3 Any Trustee may call a meeting of the Trustees by giving reasonable notice of the meeting to the Trustees or by authorising the **Secretary** (if there is one) to give such notice.

- 6.4 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 6.5 The **Chairman** or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 6.6 Every issue may be determined by a simple majority of the votes cast at a meeting but a Written resolution circulated to all the Trustees who would have been eligible to vote on the matter at a meeting of the Trustees and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose
- (a) the number of Trustees who approve the resolution must be at least as many as would be required to form a quorum at a meeting of the Trustees, and
 - (b) the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 6.7 Except for the chairman of the meeting, who in the case of an equality of votes has a second or casting vote, every Trustee has one vote on each issue.
- 6.8 A Trustee must avoid a situation in which he has an interest or duty that conflicts or possibly may conflict with the interests of the Charity This duty is not infringed if
- (a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) the situation is authorised by the Trustees in accordance with Article 6.9, or
 - (c) the situation relates to the purchase of trustee indemnity insurance in accordance with Article 4.23
- 6.9 If a conflict of interests arises for a Trustee, the unconflicted Trustees may authorise such a conflict of interests provided that.
- (a) the procedure in Article 6.10 is followed,
 - (b) authorisation will not result in any direct or indirect **Material Benefit** being conferred on any Trustee or any **Person Connected to a Trustee** that would not be permitted by Article 8, and
 - (c) the unconflicted Trustees consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances.
- 6.10 Whenever a Trustee has an interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:

- (a) declare his interest before discussion begins on the matter,
- (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- (c) not be counted in the quorum for that part of the meeting,
- (d) withdraw during the vote and have no vote on the matter

6 11 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

7. **POWERS OF TRUSTEES**

7 1 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the **Companies Acts**, the Articles or any **Special Resolution**

7 2 Without prejudice to Article 7 1, the Trustees may

- (a) appoint (and remove) any individual (who may be a Trustee) to act as Secretary to the Charity,
- (b) appoint a Chairman, Treasurer and other honorary officers from among their number,
- (c) delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees),
- (d) make regulations consistent with the Articles and the Companies Acts to govern
 - (i) proceedings at general meetings;
 - (ii) proceedings at meetings of Trustees and meetings of committees; and
 - (iii) the administration of the Charity and the use of its seal (if any),
- (e) establish procedures to assist the resolution of disputes within the Charity;
- (f) exercise any powers of the Charity which are not reserved to a general meeting

7.3 If the Trustees shall at any time be or be reduced in number to less than the number prescribed by Article 5.2 it shall be lawful for them to act as Trustees for the purposes of admitting persons as Trustees filling up vacancies in their body or summoning a general meeting but not for any other purpose

8. BENEFITS TO TRUSTEES

8.1 The property and funds of the Charity must be used only for promoting the Objects and Trustees must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity but:

- (a) Trustees may be paid interest at a reasonable rate on money lent to the Charity,
- (b) Trustees may be paid a reasonable rent or hiring fee for property let or hired to the Charity,
- (c) Trustees who are beneficiaries may receive charitable benefits in that capacity,
- (d) the Charity may reimburse Trustees in respect of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity,
- (e) Trustees may benefit from trustee indemnity insurance purchased pursuant to Article 4 24,
- (f) the Charity may indemnify Trustees in accordance with Article 17;
- (g) the Charity may make payment to any company in which a Trustee has no more than a 1% shareholding,
- (h) Trustees may receive benefits pursuant to Article 8 2,
- (i) in exceptional cases, the Charity may make other payments or provide other benefits to Trustees (but only with the written approval of the **Commission** in advance).

8 2 Any Trustee (or any Person Connected to a Trustee whose remuneration might result in a Trustee obtaining a Material Benefit) may enter into a contract with the Charity to supply goods or services in return for a payment or other Material Benefit but only if

- (a) the goods or services are actually required by the Charity,

- (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 6.8,
- (c) in any financial year, no more than one half of the Trustees are subject to such a contract (or have a person connected to them who is subject to such a contract)

9. MEMBERSHIP

9.1 The Charity must maintain a register of Members in accordance with the Companies Acts

9.2 Membership of the Charity shall be determined as follows

- (a) no-one other than a Trustee shall be admitted to Membership; and
- (b) every Trustee shall, on appointment as such, either sign a Written consent to become a Member or sign the register of Members and shall, in either case, become a Member of the Charity on signature.

9.3 Membership is terminated if the Member concerned:

- (a) gives Written notice of resignation to the Charity,
- (b) dies (or, in the case of an organisation, ceases to exist), or
- (c) is removed from Membership by resolution of the Trustees on the ground that in their reasonable opinion it would be in the best interests of the Charity for the Member's Membership to be terminated (but only after notifying the Member In Writing and considering the matter in the light of any Written representations which the Member concerned puts forward within 14 **Clear Days** after receiving notice)

9.4 Membership of the Charity is not transferable

10. GENERAL MEETINGS

10.1 Members are entitled to attend general meetings personally or by proxy or (in the case of an organisation) by an **Authorised Representative** General meetings are called on at least 14 Clear Days' Written notice specifying the business to be discussed

10.2 There is a quorum at a general meeting if the number of Members (including Authorised Representatives) present in person or by proxy is at least two (or fifty percentage of the Members if greater).

10 3 The Chairman or (if the Chairman is unable or unwilling to do so) a Member elected by those present presides at a general meeting.

10 4 A general meeting may be called at any time by the Trustees or any of them.

11. APPOINTMENT OF PROXIES

11.1 Proxies may only be validly appointed by a notice In Writing which.

- (a) states the name and address of the Member appointing the proxy,
- (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by the Member appointing the proxy or is authenticated in such manner as the Trustees may determine,
- (d) is delivered to the Charity in accordance with Article 15 8,
- (e) is received by the Charity at least 24 hours before the meeting to which it relates

11.2 The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes

11.3 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.

11 4 Unless a proxy notice indicates otherwise, it should be treated as

- (a) allowing the person appointed under it as a proxy discretion on how to vote on any ancillary or procedural resolution put to the meeting,
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself

11.5 An appointment under a proxy notice may be revoked by delivering to the Charity, in accordance with Article 15.8, a notice given by or on behalf of the Member who gave the proxy notice, but such revocation will only take effect if the Charity receives it before the start of the meeting to which it relates

12. VOTING AT GENERAL MEETINGS

12.1 A resolution at a general meeting shall be decided by a show of hands, unless a poll is demanded

- 12 2 Except where otherwise provided by the Companies Acts, every issue is decided by a majority of the votes cast
- 12 3 Subject to Article 12 4, every Member present in person or by proxy or through an Authorised Representative) has one vote on each issue
- 12 4 A person who has been appointed as proxy for more than one Member has only one vote on a show of hands
- 12 5 A poll on a resolution may be demanded.
- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) 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.
- 12 6 A poll may be demanded by any Member
- 12 7 A demand for a poll may be withdrawn if the poll has not yet been taken and the chairman of the meeting consents to the withdrawal.
- 12 8 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

13. WRITTEN RESOLUTIONS

- 13.1 Subject to Article 13.7, any resolution that may be passed validly at a general meeting of the Charity may be passed as a written resolution
- 13 2 A written resolution may be proposed by the Trustees or by 5% or more of the Members (on written request to the Trustees)
- 13 3 The Trustees must circulate any proposed written resolution to all Members, together with
- (a) any accompanying statement;
- (b) guidance on how to signify agreement to the resolution, and
- (c) the date by which the resolution must be passed if it is not to lapse.
- 13 4 A Member signifies agreement to a proposed written resolution when the Charity receives from him an **Authenticated Document** (whether in hard copy or electronic form) identifying the resolution to which it relates and his agreement to it.
- 13 5 Subject to Article 13.6, a written resolution is passed when

- (a) in the case of an Ordinary Resolution, a simple majority of all the Members have signified their agreement to it, and
 - (b) in the case of a Special Resolution, at least 75% of all the Members have signified their agreement to it.
- 13 6 A proposed written resolution lapses if it is not passed before the end of 28 days beginning on the first day on which it was circulated
- 13 7 The following may not be passed as a written resolution
- (a) a resolution to remove a Trustee before his period of office expires, and
 - (b) a resolution to remove an auditor before his period of office expires.
- 14. RECORDS & ACCOUNTS**
- 14 1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Acts as to the keeping of statutory books, financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
- (a) annual reports,
 - (b) annual returns, and
 - (c) annual statements of account.
- 14 2 The Trustees must keep proper records of
- (a) all resolutions of Members passed otherwise than at a general meeting,
 - (b) all proceedings at general meetings,
 - (c) all proceedings at meetings of the Trustees;
 - (d) all reports of committees, and
 - (e) all professional advice obtained
- 14 3 The records referred to in Articles 14 2(a), 14 2(b) and 14 2(c) must be kept for 10 years from the date of the resolution, general meeting or Trustees' meeting, as relevant
- 14.4 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours

14.5 A copy of the Charity's latest available statement of account or annual report must be supplied on request to any Trustee or Member, free of charge. A copy of either document must also be supplied within two months to any other person who makes a written request for it and pays the Charity's reasonable costs.

15. COMMUNICATION WITH MEMBERS

15.1 The Charity may validly send or supply any document (including any notice) or information to a Member

- (a) by delivering it by hand to the address recorded for the Member in the register of Members,
- (b) by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the Member in the register of Members;
- (c) by fax to a fax number notified by the Member in writing,
- (d) by electronic mail to an email address notified by the Member in writing, or
- (e) by means of a website the address of which has been notified to the Member in writing,

in accordance with this Article 15.

15.2 The Charity may only send a document or information to a Member by electronic mail.

- (a) where the Member concerned has agreed (either generally or in relation to the specific document or information) that it may be sent in that form; and
- (b) to the address specified for that purpose by the Member

15.3 The Charity may send a document or information to a Member via a website if the Member concerned has not responded within 28 days of the Charity sending him a request asking him to agree to the Charity communicating with him in that manner, provided that

- (a) the request stated clearly what the effect of failure to respond would be,
- (b) when the request is sent to the Member, at least 12 months have passed since the Charity last requested the Member to agree to receive the same or a similar type of document or information via a website,
- (c) the document or information concerned is made available in a form which enables the recipient to read it and retain a copy of it, and

- (d) the Charity complies with the requirements of Articles 15 4 and 15 5
- 15 4 When sending information or a document via a website, the Charity must notify each intended recipient of.
- (a) the presence of the document or information on the website,
 - (b) the address of the website;
 - (c) the place on the website where it may be accessed, and
 - (d) how to access the document or information
- 15 5 Where information or a document is sent to Members via a website in accordance with this Article, the document or information must remain on the website:
- (a) in the case of notice of a general meeting, until after the general meeting has ended, and
 - (b) in all other cases, for 28 days beginning with the date on which the Charity sent notification pursuant to Article 15 4.
- 15 6 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- (a) 24 hours after being sent by electronic mail or fax or delivered by hand to the relevant address;
 - (b) two Clear Days after being sent by first class post to the relevant address,
 - (c) three Clear Days after being sent by second class or overseas post to the relevant address,
 - (d) on the date on which the notice was posted on a website (or, if later, the date on which the Member was notified of the posting on the website in accordance with Article 15 4),
 - (e) on being handed to the Member (or, in the case of a Member organisation, its Authorised Representative) personally, or if earlier
 - (f) as soon as the Member acknowledges actual receipt.
- 15 7 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
- 15.8 Members may validly send any notice or document to the Charity
- (a) by post to

- (i) the Charity's registered office, or
- (ii) any other address specified by the Charity for such purposes,
- (b) to any fax number or email address provided by the Charity for such purposes

16. GUARANTEE

16.1 The liability of Members is limited

16.2 Every Member promises, if the Charity is dissolved while he remains a Member or within 12 months afterwards, to pay up to one pound towards the costs of dissolution and the liabilities incurred by the Charity while he was a Member

17. INDEMNITY

The Charity shall indemnify every Trustee in respect of any **Relevant Liabilities Properly Incurred** in running the Charity.

18. WINDING UP

18.1 The Charity may at any time before, and in expectation of, its dissolution resolve that any assets remaining after provision has been made for all its liabilities be applied in one or more of the following ways

- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects,
- (b) directly for the Objects or charitable purposes within or similar to the Objects,
- (c) in such other manner consistent with charitable status as the Commission approves In Writing in advance

18.2 A final report and statement of account must be sent to the Commission

19. INTERPRETATION

19.1 In the Articles

Articles means these articles of association,

Authenticated Document means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by the

Charity (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement),

Authorised Representative

means an individual who is authorised by an organisation to act on its behalf at meetings of the Charity and whose name is notified to the Charity in accordance with the Articles,

Campaigning Activity

means awareness-raising, educating and involving the public in relation to particular issues, and seeking to influence or change public attitudes and ensure that existing laws are observed,

Chairman

means the chairman of the Trustees,

charitable

means charitable according to the laws of England and Wales,

Charities Acts

means the Charities Acts 1992 to 2011,

Charity

means the company governed by the Articles;

Charity Trustee

has the meaning prescribed by section 177 of the Charities Act 2011,

Clear Days

means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect,

Commission

means the Charity Commission for England and Wales,

Companies Acts

means the Companies Acts 1985 to 2006;

Financial Expert

means a person who is reasonably believed by the Trustees to be qualified to give the relevant advice and/or provide the relevant services by his ability in and practical experience of financial and other matters relating to the investment,

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| Material Benefit | means a benefit which may or may not be financial but which has a monetary value, |
| Member and Membership | refer to membership of the Charity, |
| Memorandum | means the Memorandum of Association of the Charity; |
| Month | means calendar month, |
| Objects | means the objects of the Charity set out in Article 3, |
| Ordinary Resolution | means a resolution of the Members that is passed by a simple majority, |
| Person Connected To A Trustee | means (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee; (b) the spouse or civil partner of a Trustee or anyone falling within paragraph (a), (c) a person carrying on business in partnership with a Trustee or with any person falling within paragraph (a) or (b), (d) an institution which is controlled by a Trustee or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together), (e) a body corporate in which a Trustee or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest); |
| Personal Interest | means an interest which conflicts with the interests of the Charity but does not include an interest in purchasing trustee indemnity insurance, |
| Political Activity | means activity which is aimed at securing, or opposing, any change in the law or in the policy or decisions of central government, local authorities or other public bodies, raising public support for and seeking to influence decision makers in support of any such change and responding to consultations carried out by political parties, |

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| Properly Incurred | means incurred otherwise than in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity, |
| Relevant Liability | <p>means a liability incurred by a Trustee (acting in that capacity) towards a third party, other than liability</p> <p>(a) to pay a criminal fine,</p> <p>(b) to pay a sum to a regulatory authority regarding non-compliance with a regulatory duty (however arising),</p> <p>(c) for defending criminal proceedings in which he is convicted,</p> <p>(d) for defending civil proceedings in which judgment is given against him,</p> <p>(e) in connection with an application for relief from the Court (under the Court's power to relieve from liability in cases of honest and reasonable conduct) in which the Court refuses to grant relief,</p> <p>and for the avoidance of doubt, does not include any liability of the Trustee towards the Charity;</p> |
| Secretary | means any person appointed pursuant to Article 7 2(a) to be the Secretary of the Charity; |
| Special Resolution | means a resolution of the Members that is passed by a majority of 75% or more; |
| Taxable Trading | means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, and the profits of which are liable to tax, |
| Trustee | <p>means a director of the Charity and Trustees</p> <p>means all of the directors;</p> |

Written or In Writing refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail,

Year means calendar year

- 19.2 Except where the context requires otherwise, expressions defined in the Companies Acts have the same meaning in the Articles
- 19.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it
- 19.4 References to one gender shall include any other gender.
- 19.5 Articles 3, 4, 25, 8 and 18 must not be changed without the prior Written authorisation of the Commission.
- 19.6 The model articles in Schedule 2 of the Companies (Model Articles) Regulations 2008 do not apply to the Charity