

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9703064**

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

THE PUREY CUST MANAGEMENT COMPANY LIMITED

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

Given at Companies House, Cardiff, on **25th July 2015**



N09703064G

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



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 24/07/2015



X4CBXYGW

*Company Name
in full:*

THE PUREY CUST MANAGEMENT COMPANY LIMITED

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**C/O CHADWICK LAWRENCE LLP 13 RAILWAY STREET
HUDDERSFIELD
UNITED KINGDOM
HD1 1JS**

I wish to adopt entirely bespoke articles

Company Director 1

Type: **Person**
Full forename(s): **MR JOHN**

Surname: **GRAHAM**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **06/08/1942** Nationality: **BRITISH**

Occupation: **RETIRED**

Consented to Act: **Y** Date authorised: **25/07/2015** Authenticated: **YES**

Company Director 2

Type: **Person**
Full forename(s): **MR NIGEL**

Surname: **SMITH**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **USA**

Date of Birth: **08/06/1964** Nationality: **BRITISH**

Occupation: **CONSULTANT**

Consented to Act: **Y** Date authorised: **25/07/2015** Authenticated: **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	3
		<i>Aggregate nominal value</i>	3
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0
		<i>Amount unpaid per share</i>	1

Prescribed particulars

ORDINARY SHARE TYPE WITH RIGHTS TO DIVIDENDS AND VOTING

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	3
		<i>Total aggregate nominal value</i>	3

Initial Shareholdings

Name: **JOHN GRAHAM**

Address: **1 THE PUREY CUST
YORK
UNITED KINGDOM
YO1 7AB**

Class of share: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **1**

Amount paid: **0**

Name: **NIGEL SMITH**

Address: **23 SADDLE HILL ROAD FARHILLS
NEW JERSEY
07931
USA**

Class of share: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **1**

Amount paid: **0**

Name: **DIANA HOSKINS**

Address: **3 THE PUREY CUST
YORK
UNITED KINGDOM
YO1 7AB**

Class of share: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **1**

Amount paid: **0**

Statement of Compliance

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

Name: **JOHN GRAHAM**

Authenticated: **YES**

Name: **NIGEL SMITH**

Authenticated: **YES**

Name: **DIANA HOSKINS**

Authenticated: **YES**

Authorisation

Authoriser Designation: **subscriber**

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

THE PUREY CUST MANAGEMENT COMPANY LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber

Authentication by each subscriber

John Graham

Nigel Smith

Diana Hoskins

Dated this 24th day of July 2015

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE PUREY CUST MANAGEMENT COMPANY LIMITED

INTRODUCTION

1. INTERPRETATION

1.1 The following definitions and rules of interpretation apply in these Articles:

Act: means the Companies Act 2006..

Articles: means the company's articles of association for the time being in force.

Business Day: means any day other than a Saturday, Sunday or public holiday in England on which banks in London are open for business.

Development: means the freehold or leasehold property or properties formerly known as The Purey Cust Nursing Home, Precentors Court, York YO1 7AB the freehold title to which is registered at HM Land Registry with title number NYK29918

Model Articles: means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (S/2008/3229) as amended prior to the date of adoption of these Articles.

Owner(s): means the lessee and/or transferee of a Property provided that where two or more persons are the lessees or the transferees of a Property they shall for the purposes of these Articles be deemed to jointly constitute one Owner and the expression 'Owner' shall be read and construed accordingly

Property: means each of:-

- (a) The leasehold property known as 1 The Purey Cust, Precentors Court, York YO1 7AB the leasehold title to which is registered at HM Land Registry with title number NYK402958

- (b) The leasehold property known as 2 The Purey Cust, Precentors Court, York YO1 7AB the leasehold title to which is registered at HM Land Registry with title number NYK 403339

The leasehold property known as 2 The Purey Cust, Precentors Court, York YO1 7AB the leasehold title to which is registered at HM Land Registry with title number NYK400311

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 The Model Articles shall apply to the company, except in so far as they are modified or excluded by, or are inconsistent with, these Articles.
- 1.6 Articles 8, 9(1), 9(3), 11(2), 11(3), 13, 17(1), 17(2), 19, 20, 22, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 40, 44(2), 49, 52 and 53 of the Model Articles shall not apply to the company.
- 1.7 Article 7 of the Model Articles shall be amended by:
- (a) the insertion of the words "for the time being" at the end of article 7(2)(a); and
 - (b) the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".

2. OBJECTS

The Company is established for the sole purpose of purchasing and thereafter holding and managing the freehold of the Development for or the benefit of the Owners

3. UNANIMOUS DECISIONS

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

4. CALLING A DIRECTORS' MEETING

Any director may call a directors' meeting by giving not less than 7 Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors

5. QUORUM FOR DIRECTORS' MEETINGS

The quorum for the transaction of business at a meeting of directors is any two directors.

6. CASTING VOTE

If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting shall not have a casting vote.

7. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

8. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors shall be a maximum of three but shall not be less than two

9. APPOINTMENT OF DIRECTORS

9.1 Each Owner shall be entitled to nominate one director who shall be an Owner and who shall be entitled to remain a director for so long as he is an Owner

9.2 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.

SHARES

10. SHAREHOLDERS AND TRANSFER OF SHARES

10.1 The subscribers to the memorandum of association of the Company shall be duly registered as members of the Company in respect of the shares for which they have subscribed.

10.2 No share shall be allotted or transferred to any person who is not an Owner and each Owner shall be entitled to one share but not more than one share in respect of each Property in which he has a legal estate. An Owner shall not be entitled to dispose of

his shareholding in the Company whilst holding whether alone or jointly with others a legal estate in any Property

- 10.3 If any shareholder parts with all interest in the Property or Properties held by him, or if his interest therein for any reason ceases or determines, he or, in the event of his death, his legal personal representative or representatives, or in the event of his bankruptcy, his trustee in bankruptcy shall transfer his shareholding to the person or persons who become the Owners of his Property
- 10.4 The price to be paid on the transfer of every share under this Article shall not exceed its nominal value
- 10.5 If a shareholder (or his legal personal representative or representatives or trustee in bankruptcy) refuses or neglects to transfer a share in circumstances where the share ought to be transferred under this Article, a director nominated for that purpose by a resolution of the board shall be the attorney of the shareholder with full power on his behalf and in his name to execute complete and deliver a transfer of his share to the person or persons to whom the share ought to be transferred under this Article
- 10.6 If a shareholder shall die or become bankrupt his legal personal representative or representatives shall be entitled to be registered as a member of the Company provided he or they shall for the time being be an Owner
- 10.7 The Directors shall refuse to register any transfer of shares made in contravention of this Article but otherwise shall have no power to refuse to register a transfer

ADMINISTRATIVE ARRANGEMENTS

11. MEANS OF COMMUNICATION TO BE USED

- 11.1 Any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:
- (a) if delivered by hand, on signature of a delivery receipt; or
 - (b) if sent by fax, at the time of transmission; or
 - (c) if sent by pre-paid United Kingdom first class post, recorded delivery or special delivery to an address in the United Kingdom, at 9.00 am on the second Business Day after posting; or
 - (d) if sent by pre-paid airmail to an address outside the country from which it is sent, at 9.00 am on the fifth Business Day after posting; or
 - (e) if sent or supplied by e-mail, one hour after the notice, document or information was sent or supplied; or
- 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.
- 11.2 To prove service, it is sufficient to prove that:

- (a) if delivered by hand the notice was delivered to the correct address; or
- (b) if sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number; or
- (c) if sent by post the envelope containing the notice was properly addressed, paid for and posted; or
- (d) if sent by e-mail, the notice was properly addressed and sent to the e-mail address of the recipient.

12. INDEMNITY

- 12.1 Each director shall be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a director in the actual or purported execution and/or discharge of his duties or in relation to them
- 12.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.