



**FILE COPY**

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

Company Number **10030146**

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

**VIENNA HOUSE BUYERS LIMITED**

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 and Wales

Given at Companies House on **27th February 2016**



**\*N100301462\***



**Companies House**



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

IN01

Application to register a company



Companies House

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 for  
You cannot use this form to register a  
limited company

TUESDAY



A12 16/02/2016 #394  
COMPANIES HOUSE

For more information, please  
go to our website at  
www.companieshouse.gov.uk

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

VIENNA HOUSE BUYERS  
LIMITED

For official use

10030146

→ 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A2

Company name restrictions

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

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig'

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 or private  
companies that are charities are  
eligible to apply for this. For more  
details, please go to our website  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A4

Company type

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

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## Application to register a company

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## 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

## ② 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 ①

Please give the registered office address of your company

Building name/number

DOUGLAS HOUSE

Street

117 FOREGATE STREET

Post town

CHESTER

County/Region

CHESHIRE

Postcode

CH1 1TH

## 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 ①

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

② For details of which company type can adopt which model articles, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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## Restricted company articles ①

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

☐

## ② Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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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-C4.

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

##### ① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### 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.

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Application to register a company

**Corporate secretary**

<b>C1</b>	<b>Corporate secretary appointments</b> ①	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm	OLIVER & CO. SOLICITORS LIMITED	
Building name/number	DOUGLAS HOUSE	
Street	117 FOREGATE STREET	
Post town	CHESTER	
County/Region	CHESHIRE	
Postcode	CH1 1TH	
Country	ENGLAND	
	<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page  <b>Registered or principal address</b> 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	
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete <b>Section C3</b> only → No Complete <b>Section C4</b> only	
<b>C3</b>	<b>EEA companies</b> 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	ENGLAND + WALES	
Registration number	07034465	
	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
<b>C4</b>	<b>Non-EEA companies</b>	
	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		
	<b>④ Non-EEA</b> 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	

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Application to register a company

**Director**

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4	
Title*	MR	
Full forename(s)	DAVID	
Surname	SEWELL	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	ENGLAND	
Nationality	BRITISH	
Month/year of birth <sup>④</sup>	<div> <div>XX</div> <div>10</div> <div>1</div> <div>1</div> <div>9</div> <div>4</div> <div>9</div> </div>	
Business occupation (if any) <sup>⑤</sup>	SOLICITOR	

**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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

**④ Month and year of birth**  
Please provide month and year only.

**⑤ 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.

<b>D2</b>	<b>Director's service address <sup>①</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	2ND FLOOR EDWARD PAVILION	
Street	ALBERT DOCK	
Post town	LIVERPOOL	
County/Region	MERSEYSIDE	
Postcode	L3 4AF	
Country	ENGLAND	

**① 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.

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## Application to register a company

### Director

D1 Director appointments <sup>①</sup>	
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4	
Title*	
Full forename(s)	
Surname	
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	
Nationality	
Month/year of birth <sup>④</sup>	<div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>
Business occupation (if any) <sup>⑤</sup>	

**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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

**④ Month and year of birth**  
Please provide month and year only.

**⑤ 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 <sup>⑥</sup>	
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	
Country	

**⑥ 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.

**Corporate director**

<b>E1</b>	<b>Corporate director appointments ①</b>	
	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	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		
	<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> 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	
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → <b>Yes</b> Complete <b>Section E3 only</b> → <b>No</b> Complete <b>Section E4 only</b>	
<b>E3</b>	<b>EEA companies ②</b>	
	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		
	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
<b>E4</b>	<b>Non-EEA companies</b>	
	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		
	<b>④ Non-EEA</b> 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	



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**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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
<b>Totals</b>				£

**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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 ❹

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

❶ Including both the nominal value and any  
share premium❷ Number of shares issued multiplied by  
nominal value of each share

❸ Total number of issued shares in this class

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

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## 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

A separate table must be used for each class of share

#### Continuation pages

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

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## Application to register a company

Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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.</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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## Application to register a company

**F5**

### Initial shareholdings

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

Please complete the details below for each subscriber

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

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
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 (Consent to act)

**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	DAVID
Surname 1	SEWELL
Address 2	2ND FLOOR EDWARD PAVILION ALBERT DOCK LIVERPOOL
Postcode	L3 4AF
Amount guaranteed 3	£1

#### 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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Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

### ❶ Name

Please use capital letters

### ❷ Address

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

### ❸ 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**      **Consent to act****H1****Consent statement**

Please tick the box to confirm consent

☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity
**Part 6**      **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 I1** (Statement of compliance delivered by the subscribers)→ **Yes**    Go to **Section I2** (Statement of compliance delivered by an agent)**I1****Statement of compliance delivered by the subscribers <sup>1</sup>**

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

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

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

**Continuation pages**

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

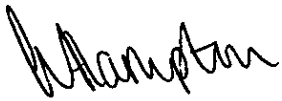
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## Statement of compliance delivered by an agent

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

Agent's name	LJS ACCOUNTING SERVICES (UK) LTD
Building name/number	2ND FLOOR EDWARD PAVILION
Street	ALBERT DOCK
Post town	LIVERPOOL
County/Region	MERSEYSIDE
Postcode	L3 4AF
Country	ENGLAND
Agent's signature	<div><div>Signature</div><div>X  X</div></div>



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## 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	LISA HAMPTON
Company name	LJS ACCOUNTING SERVICES (UK) LTD
Address	2ND FLOOR EDWARD PAVILION ALBERT DOCK
Post town	LIVERPOOL
County/Region	MERSEYSIDE
Postcode	L3 4AF
Country	ENGLAND
DX	
Telephone	0151 236 3782

**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 I2)

**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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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 and day of birth

**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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**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**

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**THE COMPANIES ACT 2006**

**A PRIVATE COMPANY LIMITED BY GUARANTEE**

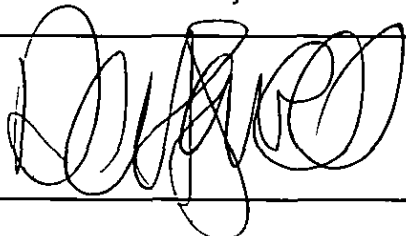
**MEMORANDUM OF ASSOCIATION**

**OF**

**VIENNA HOUSE BUYERS LIMITED**

**THE COMPANIES ACT 2006**  
**A PRIVATE COMPANY LIMITED BY GUARANTEE**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**VIENNA HOUSE BUYERS 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

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
1 Mr David Sewell	

Dated – 10<sup>th</sup> February 2016

**THE COMPANIES ACT 2006**

**A PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**VIENNA HOUSE BUYERS LIMITED**

# **BESPOKE ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE**

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## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### **1. Defined terms**

In the articles, unless the context requires otherwise—

“Agreement for Lease” means an agreement for a lease of a Unit at the Development

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

“bank” means the bank or building society in England or Wales as the Company may from time to time nominate

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

“chairman” has the meaning given in article 12,

“chairman of the meeting” has the meaning given in article 25,

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

“Company Solicitors” means any solicitors firm from time to time instructed by the Company to act on its behalf

“Designated Account” means an account in the Company name held in the Company Solicitor’s Client Account at the Bank

“Development” means the development known as Vienna House, 43 Jamaica Street, Liverpool, Merseyside, L1 0AH,

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

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

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

“member” has the meaning given in section 112 of the Companies Act 2006,

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

“participate”, in relation to a directors’ meeting, has the meaning given in article 10,

“proxy notice” has the meaning given in article 31,

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

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

“unit” means any residential unit comprised in the Development

“Unitholder” means the person or persons who have entered into an Agreement for Lease with the Company, at the Development, or a person or persons to whom a lease of a unit has been granted or assigned, and whenever two or more persons are Unitholders of one unit they shall for all purposes of these Articles be deemed to be one Unitholder, and

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

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company

## **2. Objects**

The Company's objects are

- a) To hold as stakeholder all monies payable by the Unitholder into the Designated Account,
- b) To secure a legal charge over the Development to provide protection for the Unitholder in respect of the monies held in the Designated Account,
- c) To enter into a Declaration of Trust in accordance with the terms of the Agreement for Lease, and
- d) To release the legal charge above (b) when it is not required in accordance with the terms for the Agreement for Lease

## **3. Liability of members**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for

- a) payment of the company's debts and liabilities contracted before he ceases to be a member,
- b) payment of the costs, charges and expenses of winding up, and
- c) adjustment of the rights of the contributories among themselves

## **PART 2 – DIRECTORS**

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### **4. Directors' general authority**

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

#### **5. Members' reserve power**

- a) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action
- b) No such special resolution invalidates anything which the directors have done before the passing of the resolution

#### **6. Directors may delegate**

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



- a) to such person or committee,
  - b) by such means (including by power of attorney),
  - c) to such an extent,
  - d) in relation to such matters or territories, and
  - e) on such terms and conditions,
- as they think fit

6 2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

6 3) The directors may revoke any delegation in whole or part, or alter its terms and conditions

## **7. Committees**

7 1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

7 2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

## **DECISION-MAKING BY DIRECTORS**

### **8. Directors to take decisions collectively**

8 1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8

8 2) If—

- a) the company only has one director, and
- b) no provision of the articles requires it to have more than one director,

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

### **9. Unanimous decisions**

9 1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter

9 2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing

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

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

## **10. Calling a directors' meeting**

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

10 2) Notice of any directors' meeting must indicate—

- a) its proposed date and time,
- b) where it is to take place, and
- c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

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

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

## **11 Participation in directors' meetings**

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

- a) the meeting has been called and takes place in accordance with the articles, and
- b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

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

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

## **12. Quorum for directors' meetings**

12 1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

12 2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two

12 3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

- a) to appoint further directors, or
- b) to call a general meeting so as to enable the members to appoint further directors

## **13. Chairing of directors' meetings**

13 1) The directors may appoint a director to chair their meetings

13 2) The person so appointed for the time being is known as the chairman

13 3) The directors may terminate the chairman's appointment at any time

13 4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

#### **14 Casting vote**

14 1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote

14 2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

#### **15 Conflicts of interest**

15 1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes

15 2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes

15 3) This paragraph applies when—

- a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,
- b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or
- c) the director's conflict of interest arises from a permitted cause

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

- a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries,
- b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and
- c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors

15 5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting

15 6) Subject to paragraph (15 7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive

15 7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the

directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

#### **16 Records of decisions to be kept**

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

#### **17 Directors' discretion to make further rules**

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

### **APPOINTMENT OF DIRECTORS**

#### **18 Methods of appointing directors**

18 1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- a) by ordinary resolution, or
- b) by a decision of the directors

18 2) At all material times the Company must have a minimum of 3 directors appointed,

18 3) In the event of the death of a director bringing the number of appointed directors below 3, the personal representative of the deceased director, in conjunction with the remaining director must appoint a replacement director,

18 4) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director

18 5) For the purposes of paragraph (4), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

#### **19 Termination of director's appointment**

A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,

(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,

(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

## **20 Directors' remuneration**

20 1) Directors are not entitled to any remuneration at all

- a) for their services to the company as directors, and
- b) for any other service which they undertake for and on behalf of the company

20 2) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

## **21 Directors' expenses**

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

- a) meetings of directors or committees of directors,
- b) general meetings, or
- c) separate meetings of the holders of debentures of the company,

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

## **PART 3 MEMBERS**

### **BECOMING AND CEASING TO BE A MEMBER**

## **22 Applications for membership**

22 1) Save as is otherwise provided in this Article 22 no persons other than Unitholders or subscribers to the Memorandum of Association may be registered as members of the company

22 2) A subscriber may nominate any person to succeed him as a member of the Company and any person so nominated (other than a Unitholder) shall have the same power to nominate a person to succeed him as if he has been a subscriber

22 3) Every Unitholder shall, on giving consent, be entitled to be registered as a member of the Company. If two or more persons, together constitute one Unitholder, the first such person to give consent to the Company shall be entitled to resignation as a member and other persons constituting the Unitholder shall be entitled to resignation as members

## **23 Termination of membership**

23 1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing

23 2) Membership is not transferable

23 3) A person's membership terminates when that person dies or ceases to exist

## **ORGANISATION OF GENERAL MEETINGS**

### **24 Attendance and speaking at general meetings**

24 1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

24 2) A person is able to exercise the right to vote at a general meeting when—

a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

24 3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

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

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

### **25 Quorum for general meetings**

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

### **26 Chairing general meetings**

26 1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

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

a) the directors present, or

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

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

26 3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

## **27 Attendance and speaking by directors and non-members**

27 1) Directors may attend and speak at general meetings, whether or not they are members

27 2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting

## **28 Adjournment**

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

28 2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if

- a) the meeting consents to an adjournment, or
- b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

28 3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

28 4) When adjourning a general meeting, the chairman of the meeting must—

- a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

28 5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- a) to the same persons to whom notice of the company's general meetings is required to be given, and
- b) containing the same information which such notice is required to contain

28 6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

## **VOTING AT GENERAL MEETINGS**

### **29 Voting: general**

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

29 2) In the event of a tied vote the Chairman has the casting vote

### **30 Errors and disputes**

30 1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

30 2) Any such objection must be referred to the chairman of the meeting whose decision is final

### **31 Poll votes**

31 1) 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

31 2) A poll may be demanded by—

- a) the chairman of the meeting,
- b) the directors,
- c) two or more persons having the right to vote on the resolution, or
- d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

31 3) A demand for a poll may be withdrawn if—

- a) the poll has not yet been taken, and
- b) the chairman of the meeting consents to the withdrawal

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

### **32 Content of proxy notices**

32 1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") 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 or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

32 2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

32 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

32 4) Unless a proxy notice indicates otherwise, it must be treated as—

- a) 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



b) 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

### **33 Delivery of proxy notices**

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

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

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

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

### **34 Amendments to resolutions**

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

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

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

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

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

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

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

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

### **35 Means of communication to be used**

35 1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for

documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company

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

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

### **36 Company seals**

36 1) Any common seal may only be used by the authority of the directors

36 2) The directors may decide by what means and in what form any common seal is to be used

36 3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

36 4) For the purposes of this article, an authorised person is—

- a) any director of the company,
- b) the company secretary (if any), or
- c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

### **37 No right to inspect accounts and other records**

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

### **38 Provision for employees on cessation of business**

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

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **39 Indemnity**

39 1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

- a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

c) any other liability incurred by that director as an officer of the company or an associated company

39 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

39 3) In this article—

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

b) a “relevant director” means any director or former director of the company or an associated company

#### **40 Insurance**

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

40 2) In this article

a) a “relevant director” means any director or former director of the company or an associated company,

b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

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