FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **10451565**

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

WORLD BIOGAS ASSOCIATION

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 **28th October 2016**

N10451565E

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

SAME DAY

000001-100

In accordance with Section 9 of the Companies Act 2006

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 NOT for**
You cannot use this form to register a limited liability partnership To do this, please use form LL IN01 Do use this form if any individual pe with significant control is applyir or has applied for protection fror having their details disclosed on public register Contact enquiries companieshouse gov uk to get a separate form

FRIDAY

For further information, please refer to our guidance at www gov uk/companieshouse

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A06 28/10/2016 #8
COMPANIES HOUSE

Part 1 Company details

A1 Company name

Check if a company name is available by using our name availability search
www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full ❶: World Biogas Association

For official use: 10451565

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

❶ **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 at www gov uk/companieshouse

A2 Company name restrictions ❷

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

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance at www gov uk/companieshouse

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸

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

❸ **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

A4 Company type ❶

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

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

A5 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities ❷

Classification code 1	9	9	0	0	0
Classification code 2	9	4	1	1	0
Classification code 3	9	4	1	2	0
Classification code 4	9	4	9	9	0

If you cannot determine a code, please give a brief description of the company's business activity below

Principal activity description

❷ Principal business activity
You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website www.gov.uk/companieshouse

A6 Situation of registered office ❸

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

❸ 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

A7 Registered office address ❶

Please give the registered office address of your company

Building name/number	Canterbury Court
Street	Kennington Park Business Centre
	1-3 Brixton Road
Post town	London
County/Region	
Postcode	S W 9 6 D E

❶ **Registered office address**
You must ensure that the address shown in this section is consistent with the situation indicated in section A6

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

A8 Articles of association ❷

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

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

A Community Interest Company (CIC) cannot adopt model articles If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

A9 Restricted company articles ❸

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

☐

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

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 ❶

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) ❷	

❶ 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

❷ 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 ❸

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

❸ 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

Corporate secretary

C1 Corporate secretary appointments ❶

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	

❶ **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 ❷

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 ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www gov uk/companieshouse

❸ 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 ❹	
Registration number	

❹ **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

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Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4.

Title*	Ms
Full forename(s)	Charlotte Rebecca
Surname	Morton
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m0 m4 y1 y9 y6 y7
Business occupation (if any) ❺	

❶ **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

❷ **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.

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

❹ **Month and year of birth**
Please provide month and year only

❺ **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 ❻

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

Building name/number	Canterbury Court
Street	Kennington Park Business Centre
	1-3 Brixton Road
Post town	London
County/Region	
Postcode	S W 9 6 D E
Country	United Kingdom

❻ **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

Director

D1 Director appointments ❶

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) ❷	
Country/State of residence ❸	
Nationality	
Month/year of birth ❹	X X m m y y y y
Business occupation (if any) ❺	

❶ **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

❷ **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.

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

❹ **Month and year of birth**
Please provide month and year only

❺ **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 ❻

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	

❻ **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

E1 Corporate director appointments ❶

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	

❶ **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 ❷

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 ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www gov uk/companieshouse

❸ 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 ❹	
If applicable, the registration number	

❹ **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

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 Statement of capital

Complete the table(s) below to show the share capital

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

Continuation pages
Please use a continuation page if necessary

Currency Complete a separate table for each currency	**Class of shares** E g Ordinary/Preference etc	**Number of shares**	**Aggregate nominal value** (£, €, $, etc) Number of shares issued multiplied by nominal value	**Total aggregate amount to be unpaid, if any** (£, €, $, etc) Including both the nominal value and any share premium
Currency table A				
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)			

❶ Please list total aggregate values in different currencies separately
For example £100 + €100 + $10 etc

F2 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 **Section F1**

Class of share	
Prescribed particulars ❶	

❶ 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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Class of share	
Prescribed particulars ❶	

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

F3 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) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

→ **No** Go to **Part 5** People with significant control (PSC)

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

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

❹ Class of members
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

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

Subscriber's details

Forename(s) ❶	Charlotte Rebecca
Surname ❶	Morton
Address ❷	c/o We Are Orchard Limited, Canterbury Court
	Kennington Park, 1-3 Brixton Road, London
Postcode	S W 9 6 D E
Amount guaranteed ❸	£5
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

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Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

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

❹ Class of members
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

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

Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record You must use a separate form, which you can get by contacting us enquiries@companieshouse gov uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register**

H1 Statement of initial significant control ❶

☑ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

❶ **Statement of initial significant control**
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2 Statement of no PSC

(Please tick the statement below if appropriate)

☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

Individual PSC

H3 Individual's details

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	Ms
Full forename(s)	Charlotte Rebecca
Surname	Morton
Country/State of residence ❶	United Kingdom
Nationality	British
Month/year of birth ❷	X X m 0 m 4 y 1 y 9 y 6 y 7

❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6

❷ **Month and year of birth**
Please provide month and year only

H4 Individual's service address ❶

Please complete the individual's service address below You must also complete the individual's usual residential address in **Section H6**

Building name/number	c/o We Are Orchard Limited
Street	Canterbury Court, Kennington Park Business Centre
	1-3 Brixton Road
Post town	London
County/Region	
Postcode	S W 9 6 D E
Country	UK

❶ **Service address**
This is the address that will appear on the public record This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record

H7 Nature of control for an individual ❶

Please indicate how the individual is a person with significant control over the company

❶ Tick each that apply

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☑ 75% or more

Ownership of right to appoint/remove directors

- ☑ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8 Nature of control by a firm over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

Nature of control by a trust over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

Individual PSC

H3 Individual's details

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	
Full forename(s)	
Surname	
Country/State of residence❶	
Nationality	
Month/year of birth ❷	X X m m y y y y

❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6

❷ **Month and year of birth**
Please provide month and year only

H4 Individual's service address ❶

Please complete the individual's service address below You must also complete the individual's usual residential address in **Section H6**

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

❶ **Service address**
This is the address that will appear on the public record This does not have to be the individual's usual residential address

If you provide the individual's residential address here it will appear on the public record

H7 Nature of control for an individual ❶

Please indicate how the individual is a person with significant control over the company

❶ Tick each that apply

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8 Nature of control by a firm over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

Nature of control by a trust over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

Relevant legal entity (RLE)

I1 RLE details ❶

Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Registered or principal office address**
This is the address that will appear on the public record

I2 Legal form and governing law

Please give details of the legal form of the RLE and the law by which it is governed If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register

Legal form	
Governing law	
If applicable, register in which RLE is entered ❶	
Country/State ❶	
Registration number ❶	

❶ **Registration number**
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register

I3 Nature of control for the RLE ❶

Please indicate how the RLE has significant control over the company

❶ Tick each that apply

Ownership of shares
The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights
The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

I4 Nature of control by a firm over which the RLE has significant control ❶

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15 Nature of control by a trust over which the RLE has significant control ❶

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

Other registrable person (ORP)

J1 ORP details

An 'other registrable person' is
- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2 Principal office address ❶

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Principal office address**
This is the address that will appear on the public record

J3 Legal form and governing law

Legal form

Governing law

J4 Nature of control ❶

Please show how the ORP has significant control over the company

❶ Tick each that apply

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

J5 Nature of control by a firm over which the ORP has significant control ❶

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

Nature of control by a trust over which the ORP has significant control ❶

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers Tick the appropriate box to show which information the subscribers are electing to keep on the public register If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1 Election to keep secretaries' register information on the public register ❶

☐ All subscribers elect to keep secretaries' register information on the public register

❶ only applies if the proposed company will have a secretary

K2 Election to keep directors' register information on the public register

IMPORTANT
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ❷

☐ All subscribers elect to keep directors' register information on the public register

❷ If the subscribers don't make this election, only the month and year of birth will be available on the public record

K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

K4 Election to keep members' register information on the public register

IMPORTANT
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable)

K5 Election to keep PSC register information on the public register

IMPORTANT.
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ❸

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ❹ within the notice period before making the election

❸ If the subscribers don't make this election, only the month and year of birth will be available on the public record

❹ **Eligible person**
An eligible person is a person whose details would have to be entered in the company's PSC register

Part 7 Consent to act

L1 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 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC ❶

Please tick the box to confirm

☑ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application

❶ Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 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 N1** (Statement of compliance delivered by the subscribers)

→ **Yes** Go to **Section N2** (Statement of compliance delivered by an agent)

N1 Statement of compliance delivered by the subscribers ❷

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

❷ **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

N2 Statement of compliance delivered by an agent

	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association
Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X X

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	Charlotte Morton
Company name	We Are Orchard Limited
Address	Canterbury Court
	Kennington Park Business
	Centre
	1-3 Brixton Road
Post town	London
County/Region	
Postcode	S W 9 6 D E
Country	UK
DX	
Telephone	020 3716 0503

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 A7)
- ☐ At the agents address (Given in Section N2)

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 Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register

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

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 or 790ZF exemption
If you are applying for, or have been granted a section 243 or 790ZF 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 gov uk/companieshouse or email enquiries@companieshouse gov uk

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

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of World Biogas Association

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*
Charlotte Morton	

Dated 27/10/2016.

ARTICLES OF ASSOCIATION

of

WORLD BIOGAS ASSOCIATION

Adopted by Special Resolution passed on 24 October 2016

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

WORLD BIOGAS ASSOCIATION

(Adopted by Special Resolution passed on 24 October 2016)

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1 DEFINED TERMS

1 1 In these articles, unless the context requires otherwise

"articles"	means the company's articles of association,
"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 17,
"chairman of the meeting"	has the meaning given in article 35,
"Act"	means the Companies Act 2006,
"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 Act,
"member"	has the meaning given in section 112 of the Act,
"ordinary resolution"	has the meaning given in section 282 of the Act,
"participate"	in relation to a directors' meeting, has the meaning given in article 15,

"proxy notice"	has the meaning given in article 41,
"special resolution"	has the meaning given in section 283 of the Act,
"subsidiary"	has the meaning given in section 1159 of the Act, 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

1 2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the company

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 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it and any amendment or re-enactment, and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts

1 6 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms

2 LIABILITY OF MEMBERS

2 1 The liability of each member is limited to £5, 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

2 1 1 payment of the company's debts and liabilities contracted before he ceases to be a member,

2 1 2 payment of the costs, charges and expenses of winding up, and

2 1 3 adjustment of the rights of the contributories among themselves

3 **OBJECTS**

3 1 The company's objects are to operate for the benefit of those who pay subscriptions, to what is effectively a trade association The company shall have power to do all things incidental or conducive to the attainment of the objects of the company from time to time

3 2 The income and capital of the company shall be applied solely towards the promotion of the objects of the company, and no part of the income or capital of the company shall be paid or transferred, directly or indirectly, to the members of the company, whether by way of dividend or bonus or otherwise in the form of profit This shall not prevent the payment of

3 2 1 reasonable and proper remuneration of any officer, employee or member of the company in return for any professional services provided to the company,

3 2 2 reasonable and proper remuneration for any service rendered to the company by any member, officer or servant of the company who is not a director,

3 2 3 a reasonable rate of interest on money lent to the company commensurate with the published base lending rate of a UK clearing bank,

3 2 4 reasonable rent for property let to the company,

3 2 5 reasonable expenses to any officer, employee or member of the company where approved by the directors

3 3 If on the winding up or dissolution of the company there remains any surplus property after satisfaction of the company's debts and liabilities, the surplus shall not be paid to the members of the company but shall be either given or transferred to some other institution or institutions having objects similar to the objects of the company or if no such payment is possible, any surplus shall be applied to a charitable object In each case, the recipient body or bodies shall be chosen by the members as at the date of winding up or dissolution

4 **EXCLUSION OF PRESCRIBED ARTICLES**

No regulations or articles prescribed by regulations under any statute concerning companies shall form part of these articles of the company and all such regulations and articles are hereby excluded

5 **NAME OF COMPANY**

For the purposes of section 77 of the Act, the directors may change the name of the company by a decision taken in accordance with article 12

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6 DIRECTORS' GENERAL AUTHORITY

Subject to these 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

7 BORROWING POWERS

The directors may exercise all the powers of the company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the company or of any third party

8 EMPLOYEE BENEFITS

8 1 The directors may pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms and conditions) of pensions or other benefits to employees and ex-employees and their dependents, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependents are or may become entitled under any relevant scheme Any such pension or benefit may, as the directors consider desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement

8 2 In this article

8 2 1 "**employees**" includes any director who may hold or have held any executive office or other office or place of profit, or have been appointed to exercise special powers or authorities,

8 2 2 "**relevant scheme**" means any scheme or fund for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees and ex-employees of the company (and any other participating undertaking) and their dependents, or any class or classes of such persons, and

8 2 3 "**relevant undertaking**" means the parent undertaking of the company or subsidiary undertakings of such parent undertaking or undertakings with which the company is associated in business

9 **MEMBERS' RESERVE POWER**

9 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action

9 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

10 **DIRECTORS MAY DELEGATE**

10 1 Subject to these articles, the directors may delegate any of the powers which are conferred on them under these articles

10 1 1 to such person or committee,

10 1 2 by such means (including by power of attorney),

10 1 3 to such an extent;

10 1 4 in relation to such matters or territories, and

10 1 5 on such terms and conditions,

as they think fit

10 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

10 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

11 **COMMITTEES**

11 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 these articles which govern the taking of decisions by directors

11 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from these articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

12 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

12 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 written resolution in accordance with article 13

12.2 If:

12 2 1 the company only has one director in office, and

12 2 2 no provision of these articles requires it to have more than one director,

the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of these articles relating to directors' decision-making

13 WRITTEN RESOLUTIONS

13 1 A decision of the directors may take the form of a resolution in writing to which each eligible director has indicated agreement in writing, whether by signing a copy of the resolution or otherwise

13 2 References in this article to eligible directors are to directors who would have been entitled to vote on the matter, and whose vote would be counted under these articles had it been proposed as a resolution at a directors' meeting

13 3 A decision may not be taken in accordance with this article 13 if the eligible directors would not have formed a quorum at such a meeting

14 CALLING A DIRECTORS' MEETING

14 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

14 2 Notice of any directors' meeting must indicate

14 2 1 its proposed date and time,

14 2 2 where it is to take place, and

14 2 3 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

14 3 Notice of a directors' meeting must be given to each director, but need not be in writing

14 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 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

15 **PARTICIPATION IN DIRECTORS' MEETINGS**

15 1 Subject to these articles, directors "**participate**" in a directors' meeting, or part of a directors' meeting, when

15 1 1 the meeting has been called and takes place in accordance with these articles, and

15 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

15 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

15 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

16 **QUORUM FOR DIRECTORS' MEETINGS**

16 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

16 2 Subject to articles 12 2 and 16 3, 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 so otherwise fixed, it is five (including the chairman of the meeting appointed pursuant to article 17)

16 3 For the purposes of any meeting (or part of a meeting) held to consider or decide on any matter in which one or more directors have an interest, if there is only one director in office who would, if present, be counted in the quorum at that meeting (or part of a meeting), the quorum is one

16 4 If the total number of directors for the time being in office is less than the quorum required, the directors must not take any decision other than a decision

16 4 1 to appoint further directors, or

16 4 2 to call a general meeting or approve the circulation of a written resolution so as to enable the members to appoint further directors

17 **CHAIRING OF DIRECTORS' MEETINGS**

17 1 The directors may appoint a director to chair their meetings

17 2 The person so appointed for the time being is known as the "**chairman**"

17 3 The directors may terminate the chairman's appointment at any time

17 4 If there is no chairman, or if the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, or if he is unwilling to chair the meeting, the participating directors must appoint one of themselves to chair it

18 **CASTING VOTE**

18 1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the relevant meeting has a casting vote

18 2 Article 18 1 does not apply if, in accordance with these articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

19. **CONFLICTS OF INTEREST**

19 1 Provided that the matter has been authorised by the directors in accordance with section 175 of the Act or by resolution of the members, a director may be in any situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and which he would otherwise be under a duty to avoid pursuant to section 175 of the Act ("**authorised conflict situation**") For this purpose, a conflict of interest includes a conflict of interest and duty and a conflict of duties

19 2 A director shall not be accountable to the company for any profit, remuneration or benefit realised by or accruing to him in consequence of any authorised conflict situation, and no transaction or arrangement shall be liable to be avoided, by reason of his office or of the fiduciary relationship thereby established

19 3 Any authorisation pursuant to article 19 1 shall be for such duration and subject to such terms and conditions as the directors or members (as the case may be) shall determine and may be varied or terminated at any time In particular, but without limitation, any such authorisation may (but need not) provide that

19 3 1 if the director has obtained any information in relation to the matter which has been authorised, otherwise than as a director of the company, in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to disclose such information to the company or to use or apply such information in performing his duties as a director of the company where to do so would be a breach of that duty of confidentiality, and/or

19 3 2 the director shall not be given any information relating to the matter which has been authorised, and/or

19 3 3 if a proposed decision of the directors is concerned with the matter which has been authorised, the director is not to be counted as participating in the decision-making process for quorum or voting purposes

19 4 A director is not to be counted as participating in the decision-making process for quorum or voting purposes

19 4 1 in respect of any decision of the directors to authorise a matter in accordance with section 175 of the Act pursuant to article 19 1, or

19 4 2 in respect of any decision relating to an authorised conflict situation where the terms of the authorisation do not permit this, or

19 4 3 in respect of any decision, other than a decision of the directors to authorise a matter in accordance with section 175 of the Act or which relates to an authorised conflict situation, in which he has an interest unless

(a) his interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

(b) he has disclosed the nature and extent of his interest to the other directors (to the extent that they are not already aware of it)

19 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

19 6 Subject to article 19 7, if a question arises in relation to a proposed decision of the directors or of a committee of directors as to the right of a director to participate in the decision-making process for voting or quorum purposes, the question may be referred to the chairman (or other director chairing the relevant meeting) whose ruling in relation to any director other than himself is to be final and conclusive

19 7 If a question arises in relation to a proposed decision of the directors or of a committee of directors as to the right of the chairman (or other director chairing the relevant meeting) to participate in the decision-making process for voting or quorum purposes, the question is to be decided by a decision of the directors excluding the chairman or such other director (as the case may be)

20 **RECORDS OF DECISIONS TO BE KEPT**

The directors must ensure that the company keeps a record in accordance with section 1135 of the Act, for at least 10 years from the date of the decision recorded, of every decision taken by the directors, whether at a meeting or otherwise

21 **DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

Subject to these 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 AND RETIREMENT OF DIRECTORS

22 **NUMBER OF DIRECTORS**

22 1 The maximum number and minimum number of directors may be determined from time to time by ordinary resolution of the company

22 2 If no such determination has been made, there will be no maximum number of directors and the minimum number will be one

23 **QUALIFICATION**

Each director shall at all times be a member of the company and in default, his office shall be vacated Notwithstanding the foregoing, any person appointed may act before becoming a member, but it shall be deemed a condition of his appointment that he shall acquire the said qualification within two months thereafter, and in default his office shall be vacated

24 **METHODS OF APPOINTING DIRECTORS**

24 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

24 1 1 by ordinary resolution, or

24 1 2 by a decision of the directors, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 22 1 as the maximum number of directors

24 2 In any case where the company has no directors, then any member may call a general meeting (or instruct the company secretary, if any, to do so) for the purpose of appointing one or more directors

24 3 In any case where, as a result of death or bankruptcy, the company has no members and no directors, the transmittee(s) of the last member 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 person who is willing to act and is permitted by law to do so to be a director

24 4 For the purposes of article 24 3, where two 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

25 **RETIREMENT OF DIRECTORS**

The directors to retire by rotation at each annual general meeting of the company shall include any non-executive director who wishes to retire and not to offer himself for re-election and any non-executive director who has been or who by the time of the next annual general meeting will have been in office for three years In so far as the number of non-executive directors retiring as calculated above is less than one third, such further non-executive directors, being those who have been longest in office, shall also retire so that the total number of non-executive directors retiring shall be equal to the number nearest to but not exceeding one third of the non-executive directors As between two or more non-executive directors who have been in office an equal length of time, the non-executive director to retire shall in default of agreement between them be determined by lot The length of time a non-executive director has been in office shall be computed from his initial appointment or last election or appointment when he has previously vacated office A retiring non-executive director shall be eligible for re-election

26 **RE-ELECTION OF RETIRING DIRECTORS**

The retirement of a director shall not have effect until the conclusion of the meeting at which he is retiring, except where a resolution is passed to appoint some other person in the place of the retiring director (other than with effect from a time later than the conclusion of the meeting) or a resolution for his reappointment is put to the meeting and lost (in either which

case the retirement shall take effect from the passing of the relevant resolution) Accordingly, a retiring director who is re-appointed will continue in office without a break

27 TERMINATION OF DIRECTOR'S APPOINTMENT

27 1 A person ceases to be a director as soon as

27 1 1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law,

27 1 2 a bankruptcy order is made against that person,

27 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,

27 1 4 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,

27 1 5 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,

27 1 6 the director shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during the period and his alternate director (if any) shall not during such period have attended in his stead and the directors resolve that his office be vacated,

27 1 7 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

28 ALTERNATE DIRECTORS

28 1 Any director may appoint as an "**alternate**" any person (including another director) to exercise the powers and carry out the responsibilities of that director provided that the director has obtained the prior approval of a majority of the directors to the relevant alternate's appointment and may remove any alternate so appointed

28 2 Any such appointment or removal shall be effected by notice in writing to the company or delivered at a meeting of the directors and shall be effective forthwith upon the receipt or delivery (as the case may be)

28 3 The notice must identify the proposed alternate and, in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director appointing him

28 4 Except as these articles specify otherwise, alternate directors

28 4 1 are deemed for all purposes to be directors,

28 4 2 are liable for their own acts and omissions,

28 4 3 are subject to the same restrictions as the director appointing them, and

28 4 4 are not deemed to be agents of or for the directors appointing them

28 5 Subject to articles 28 6, 28 7 and 28 8, an alternate director has the same rights in relation to any directors' meeting or directors' written resolution as the director appointing him

28 6 An alternate director may indicate agreement to a written resolution in place of the director appointing him, in which case the director appointing him shall be deemed to have indicated agreement to the written resolution

28 7 A person who is an alternate director but not a director may be counted as participating in a directors' meeting for the purposes of determining whether a quorum is participating (but only if the director appointing him is not participating) No alternate may be counted as more than one director for such purpose

28 8 In addition to any vote he may have as a director in his own right, an alternate director has an additional vote on behalf of each director for whom he acts as alternate who is

28 8 1 not participating in a directors' meeting, and

28 8 2 would have been entitled to vote if they were participating in it

28 9 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director, except as provided in this article The director appointing an alternate may by notice in writing to the company from time to time direct that a part of the remuneration otherwise payable to him shall be paid to his alternate instead

28 10 An alternate director shall cease to be an alternate director if the director appointing him ceases for any reason to be a director

29 **DIRECTORS' REMUNERATION**

29 1 Directors may undertake any services for the company that the directors decide

29 2 Directors are entitled to such remuneration as the directors determine

29 2 1 for their services to the company as directors, and

29 2 2 for any other service which they undertake for the company

29 3 Subject to these articles, a director's remuneration may

29 3 1 take any form, and

29 3 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

29.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day

29.5 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

30 **EXPENSES**

30 1 The company may pay any reasonable expenses which the directors, and the company secretary (if any), properly incur in connection with their attendance at

30 1 1 meetings of directors or committees of directors,

30 1 2 general meetings, or

30 1 3 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

31 **APPLICATIONS FOR MEMBERSHIP**

31 1 No person shall become a member of the company unless

31 1 1 that person has been appointed a director of the company,

31 1 2 that person has completed an application for membership in a form approved by the directors, and

31 1 3 the directors have approved the application

32 **TERMINATION OF MEMBERSHIP**

32 1 A member may withdraw from membership of the company by giving 7 days' notice to the company in writing

32 2 Without limiting article 32 1, the membership of each director who is a member of the company shall automatically terminate on the director ceasing to be a director of the company.

32 3 Membership is not transferable

32 4 A person's membership terminates when that person dies or ceases to exist

PART 4

DECISION-MAKING BY MEMBERS

ORGANISATION OF GENERAL MEETINGS

33 **ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

33 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

33 2 Each person who is a member has one vote

33 3 A member is able to exercise the right to vote at a general meeting when

33 3 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

33 3 2 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

33 4 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

33 5 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

33 6 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

34 **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

35 **CHAIRING GENERAL MEETINGS**

35 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

35 2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within 15 minutes of the time at which a meeting was due to start

35 2 1 the directors present, or

35 2 2 (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

35 3 The person chairing a meeting in accordance with this article is referred to as the "**chairman of the meeting**"

36 **ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

36 1 Directors may attend and speak at general meetings, whether or not they are members

36 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

37 **ADJOURNMENT**

37 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 If the persons attending the adjourned meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, the adjourned meeting shall be dissolved

37 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

37 2 1 the meeting consents to an adjournment, or

37 2 2 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

37 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

37 4 When adjourning a general meeting, the chairman of the meeting must

37 4 1 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

37 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting

37 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):

37 5 1 to the same persons to whom notice of the company's general meetings is required to be given, and

37 5 2 containing the same information which such notice is required to contain

37 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

38 **VOTING: GENERAL**

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 these articles

39 **ERRORS AND DISPUTES**

39 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

39 2 Any such objection must be referred to the chairman of the meeting, whose decision is final

40 **POLL VOTES**

40 1 A poll on a resolution may be demanded

40 1 1 in advance of the general meeting where it is to be put to the vote, or

40 1 2 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

40 2 A poll may be demanded by

40 2 1 the chairman of the meeting,

40 2 2 the directors,

40 2 3 two or more persons having the right to vote on the resolution, or

40 2 4 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

40 3 A demand for a poll may be withdrawn if

40 3 1 the poll has not yet been taken, and

40 3 2 the chairman of the meeting consents to the withdrawal

40 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

41 **CONTENT OF PROXY NOTICES**

41 1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which

41 1 1 states the name and address of the member appointing the proxy,

41 1 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

41 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

41 1 4 is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting to which they relate

41 2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

41 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

41 4 Unless a proxy notice indicates otherwise, it must be treated as

41 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

41 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

42 **DELIVERY OF PROXY NOTICES**

42 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

42 2 A proxy notice shall be invalid unless it is received (together with such evidence as the directors may require in relation to any authority under which it is executed) by the company at least one hour before the commencement of the meeting or adjourned meeting which the proxy is to attend or the time appointed for taking the poll at which the proxy is to vote

42 3 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

42 4 A notice revoking a proxy appointment or the appointment of a duly authorised representative of a corporation only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates or, in the case of a poll, the time appointed for taking the poll

42 5 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

43 **AMENDMENTS TO RESOLUTIONS**

43 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

43 1 1 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

43 1 2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

43 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

43 2 1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

43 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

43 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 5

ADMINISTRATIVE ARRANGEMENTS

44 **MEANS OF COMMUNICATION TO BE USED**

44 1 Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which the Act 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

44 2 This article 44 2 applies to anything sent or supplied by the company to any member or by any member to the company

44 2 1 where it is sent by post (whether in hard copy or electronic form) and the sender or supplier is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the proposed recipient 24 hours after it was posted to an address in the United Kingdom or five days after posting to an address outside the United Kingdom,

44 2 2 where it is sent or supplied by electronic means and the sender or supplier is able to show that it was properly addressed, it is deemed to have been received by the proposed recipient at the time it was sent

44 3 Subject to these 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

44 4 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

45 **COMPANY SEALS**

45 1 Any common seal may only be used by the authority of the directors

45 2 The directors may decide by what means and in what form any common seal is to be used

45 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

45 4 For the purposes of this article, an authorised person is

45 4 1 any director of the company,

45 4 2 the company secretary (if any), or

45 4 3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied

46 **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

47 **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

48 **INDEMNITY**

48 1 Subject to article 48 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled, each relevant officer of the company shall be indemnified out of the company's assets against all losses or liabilities which he may sustain or incur

48 1 1 in or about the execution of the duties of his office or otherwise in relation thereto,

48 1 2 in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

48 1 3 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 Act)

48 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

48 3 In this article

48 3 1 companies are "**associated**" if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

48 3 2 a "**relevant officer**" means any director or secretary or former director or secretary of the company or an associated company

49 **INSURANCE**

49 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer or employee in respect of any relevant loss

49 2 In this article

49 2 1 a "**relevant officer or employee**" means any director, secretary or employee, or former director, secretary or employee, of the company or an associated company,

49 2 2 a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer or employee in connection with that officer's or employee'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

49 2 3 companies are "**associated**" if one is a subsidiary of the other or both are subsidiaries of the same body corporate