



FILE COPY

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

Company Number **10654710**

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

LAMBETH PRACTICES LIMITED

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

Given at Companies House on **6th March 2017**



N10654710B



Companies House



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

IN01

Application to register a company

SAME DAY



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 not use this form if any individual
with significant control is a director
or has applied for protection from
having their details disclosed to the
public register. Contact enquiries@
companieshouse.gov.uk to get a
separate form.

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



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 ●

Lambeth Practices Limited

For official use

10654710

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

All fields are mandatory unless
specified or indicated by *

● **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 ●

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.

● **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' ●

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.

● **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

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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

● 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. ●

Classification code 1	8	6	2	1	0
Classification code 2					
Classification code 3					
Classification code 4					

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

Principal activity description

● 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 ●

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

● 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

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Registered office address ●

	Please give the registered office address of your company
Building name/number	Hetherington Group Practice
Street	18 Hetherington Road
Post town	London
County/Region	
Postcode	S W 4 7 N U

● 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 ●

	Please choose one option only and tick one box only
Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 2	<p>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</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application</p>

● 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 ●

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

☐

● 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 ●

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) ●	

● 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.

● 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 ●

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

● 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

C1

Corporate secretary appointments •

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

• 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 •

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 •

Registration number

• EEA

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

• 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 •

Registration number

• 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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Application to register a company

Director**D1****Director appointments ●**

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)	Sandra
Surname	Connolly
Former name(s) ●	
Country/State of residence ●	England
Nationality	Irish
Month/year of birth ●	X X '0 '2 '1 '9 '8 '3
Business occupation (if any) ●	Practice Manager

● 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.

● 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.

● Country/State of residence

This is in respect of your usual residential address as stated in section D4

● Month and year of birth

Please provide month and year only

● 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 ●**

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

Building name/number	Beckett House Practice
Street	Grantham Road
	Stockwell
Post town	London
County/Region	
Postcode	S W 9 9 D L
Country	England

● 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

IN01

Application to register a company

Director

D1

Director appointments ●

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

Title*	Dr
Full forename(s)	Justin
Surname	Hayes
Former name(s) ●	
Country/State of residence ●	England
Nationality	British
Month/year of birth ●	X X '0 '8 '1 '9 '5 '9
Business occupation (if any) ●	General Practitioner

● 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.

● 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.

● Country/State of residence

This is in respect of your usual residential address as stated in section D4

● Month and year of birth

Please provide month and year only

● 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 ●

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

Building name/number	Valley Road Surgery
Street	139 Valley Road
	Streatham
Post town	London
County/Region	
Postcode	S W 1 6 2 X T
Country	England

● 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

IN01

Application to register a company

Director**D1****Director appointments ●**

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

Title*	Dr
Full forename(s)	Jayesh
Surname	Patel
Former name(s)●	
Country/State of residence●	England
Nationality	British
Month/year of birth●	X X 0 5 1 9 7 9
Business occupation (if any)●	General Practitioner

● 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.

● 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.

● Country/State of residence

This is in respect of your usual residential address as stated in section D4

● Month and year of birth

Please provide month and year only

● 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●**

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

Building name/number	The Hetherington Group Practice
Street	18 Hetherington Road
Post town	London
County/Region	
Postcode	S W 4 7 N U
Country	England

● 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

IN01

Application to register a company

Corporate director

E1 Corporate director appointments ●		<p>● Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.</p> <p>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</p>
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		
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 ●		
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		<p>● EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse</p> <p>● This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Where the company/firm is registered ●		
Registration number		
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		<p>● 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</p>
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ●		
If applicable, the registration number		

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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**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

Sterling	Ordinary	37,943	£3,794.30	
Totals		37,943	£3,794.30	£3,794.30

Currency table B

Totals				

Currency table C

Totals				

	Total number of shares	Total aggregate nominal value ●	Total aggregate amount unpaid ●
Totals (including continuation pages)	37,943	£3,794.30	£3,794.30

● 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

Ordinary

Prescribed particulars

●

Ordinary shares with no special dividend or voting rights, other than:

One vote per 500 shares (rounded up) in any circumstances

One share carries the right to vote in any circumstances

One share carries the right to receive dividends

Shares may be redeemed at the option of the company, and any redemption shall be at the nominal value of that share

● 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 ①		<p>● Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share.</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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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 Dr Neel Basudev	Ordinary	6,844	Sterling	£0.10	£0.10	£0.00
Address Springfield Medical Centre, 110 Union Road, LONDON, SW8 2SH						
Name Dr Martin Block	Ordinary	16,479	Sterling	£0.10	£0.10	£0.00
Address Clapham Park Group Practice, 72 Clarence Avenue, London, SW4 8JP						
Name Dr Alan Kangatharan	Ordinary	7,316	Sterling	£0.10	£0.10	£0.00
Address South Lambeth Road Practice, 1 Selway House, 272 South Lambeth Road, London, SW8 1UL						
Name Dr Jayesh Patel	Ordinary	7,304	Sterling	£0.10	£0.10	£0.00
Address Pavilion Practice, 9 Brighton Terrace, London, SW9 8DJ						

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.

● Name

Please use capital letters.

● Address

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

● Amount guaranteed

Any valid currency is permitted

● 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) ●

Surname ●

Address ●

Postcode

Amount guaranteed ●

Class of member
(if applicable) ●**Subscriber's details**

Forename(s) ●

Surname ●

Address ●

Postcode

Amount guaranteed ●

Class of member
(if applicable) ●

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Subscriber's details

Forename(s) ①	
Surname ①	
Address ①	
Postcode	
Amount guaranteed ②	
Class of member (if applicable) ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ①	
Postcode	
Amount guaranteed ②	
Class of member (if applicable) ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ①	
Postcode	
Amount guaranteed ②	
Class of member (if applicable) ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ①	
Postcode	
Amount guaranteed ②	
Class of member (if applicable) ③	

① Name

Please use capital letters.

② Address

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

③ Amount guaranteed

Any valid currency is permitted.

④ 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.

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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 [●]

- ☐ 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.

● 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

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Application to register a 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*	
Full forename(s)	
Surname	
Country/State of residence [●]	
Nationality	
Month/year of birth [●]	<div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>

● Country/State of residence

This is in respect of the usual residential address as stated in section H6

● Month and year of birth

Please provide month and year only

H4

Individual's service address ●

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	

● 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[●]

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

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

● Tick each that apply

H8

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

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,

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

● Tick each that apply

H9

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

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

● Tick each that apply

IN01

Application to register a 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	● Country/State of residence This is in respect of the usual residential address as stated in section H6 ● Month and year of birth Please provide month and year only
Title*		
Full forename(s)		
Surname		
Country/State of residence●		
Nationality		
Month/year of birth●	<div> <div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div>	

H4	Individual's service address ● Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.	● 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
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

H7

Nature of control for an individual[●]

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

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

● Tick each that apply

H8

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

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

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

● Tick each that apply.

H9

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

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

● Tick each that apply

IN01

Application to register a company

Relevant legal entity (RLE)

11

RLE details ●

Corporate or firm
name

Building name/number

Street

Post town

County/Region

Postcode

Country

● **Registered or principal office
address**

This is the address that will appear
on the public record

12

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 ●

Country/State ●

Registration number ●

● **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

13

Nature of control for the RLE ●

Please indicate how the RLE has significant control over the company

● 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

14

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

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

● 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 ●

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

● Tick each that apply

IN01

Application to register a company

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 ●

Building name/number

Street

Post town

County/Region

Postcode

Country

● 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 ●

Please show how the ORP has significant control over the company

● 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 ●

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

● 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 ●

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

● Tick each that apply

IN01

Application to register a company

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 [●]

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

[●] 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 [●]

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

[●] 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 [●]

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

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

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

[●] **Eligible person**

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

IN01

Application to register a company

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 [Ⓢ]

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

[Ⓢ] 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 [Ⓢ]

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

[Ⓢ] 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

IN01

Application to register a company

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 LMC Law Limited

Building name/number 52

Street High Street

Post town Harrow on the Hill

County/Region Middlesex

Postcode H A 1 3 L L

Country

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

Agent's signature

Signature

X



X

**Presenter information**

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

Contact name **Claire Pye**

Company name **LMC Law Limited**

Address **52 High Street**

Post town **Harrow on the Hill**

County/Region **Middlesex**

Postcode **H A 1 3 L L**

Country

DX

Telephone

**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**

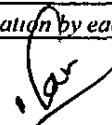



For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of LAMBETH PRACTICES LIMITED

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

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
DR ALAN KANGATHARAN	
DR MARTIN BLOCK	
DR JAYESH PATEL	
DR NEEL BASUDEV	

Dated 1st March 2017

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
LAMBETH PRACTICES LIMITED (the Company)

INTRODUCTION

1. INTERPRETATION

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

Act: means the Companies Act 2006.

APMS: means an Alternative Provider Medical Services Contract governed by the National Health Service (Alternative Provider Medical Services) Directions 2013

Articles: means the Company's Articles of Association for the time being in force.

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

Chairman of the Meeting: has the meaning given in article 32.2.

Clear Day: means any day of the week, excluding the day in which the notice was given and excluding the day in which the meeting shall take place.

CCG: means the NHS Lambeth Clinical Commissioning Group.

Conflict: has the meaning given in article 8.1.

Distribution Recipient: has the meaning given in article 22.1.

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter).

Exeter System: means the system currently in place to record patient registration and data.

GMS: means a General Medical Services Contract governed by the National Health Service (General Medical Services Contract) Regulations 2004, as amended

GP: means a registered general medical practitioner.

List Size: means the total number of registered patients at a Shareholder Practice, according to the Exeter System

Locality: means the localities of north Lambeth and south west Lambeth, in London.

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

PMS: means a Personal Medical Services Contract governed by the National Health Service (Personal Medical Services Contract) Regulations 2004, as amended

Relevant Loss: has the meaning given in article 20.1(b).

Relevant Officer: has the meaning given in article 19.1(b) and article 20.1(a)

Shareholder: means the person who is a holder of at least one share in the Company, either; 1) for himself as a sole GP in a Shareholder Practice, or 2) on trust for the Shareholder Practice he represents.

Shareholder's Agreement: means any agreement between the Shareholders and the Company.

Shareholder Practice: means a GP practice in the Locality, delivering primary care services under a GMS, PMS or APMS contract, which a Shareholder represents.

Qualifying Individual: has the meaning given in article 2.2.

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.
- 1.6 A reference to a statute or statutory provision shall include all subordinate legislation made from time to time.
- 1.7 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.
- 1.8 Where the context permits, **other** and **otherwise** are illustrative and shall not limit the sense of the words preceding them.
- 1.9 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by, or are inconsistent with, these Articles.

DIRECTORS

2. BOARD OF DIRECTORS

- 2.1 The Board of directors ("the Board") shall consist of a maximum of 8 directors, of which 3 directors shall be elected. Furthermore, the Board may

appoint up to 5 additional individuals to the Board on such terms and conditions as the Board shall determine.

- 2.2 Directors are only eligible to be elected or appointed if they fall within the category of a “Qualifying Individual” which shall mean either:
- (a) a GP and/or partner of a Shareholder Practice in the Locality, or,
 - (b) an employee of a Shareholder Practice in the Locality.
- 2.3 The Board shall elect a chair from amongst its number.
- 2.4 2 elected directors shall hold office for an initial period of 2 years after which they may stand for re-election for one further 3 year period. One elected director shall hold office for an initial period of 3 years after which he may stand for re-election for one further 3 year period. Thereafter, elections shall be held on a rotational basis for any 3 year term.
- 2.5 In the event of a person ceasing to be a director pursuant to article 11, the Board shall have the power to appoint, on a temporary basis a suitable alternative director on such terms as the Board shall deem appropriate.

3. DECISION MAKING

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

4. CALLING A DIRECTORS' MEETING

- 4.1 Any director may call a directors' meeting by giving not less than 5 Business Days' notice of the meeting (or such lesser notice as all the directors may

agree) to the directors or by authorising the company secretary (if any) to give such notice.

- 4.2 Notice of a directors' meeting shall be given to each director in writing or by email.

5. QUORUM FOR DIRECTORS' MEETINGS

- 5.1 Subject to article 4.2, the quorum for the transaction of business at a meeting of directors is:

- (a) any 2 Eligible Directors when the Board is 3 in number;
- (b) any 3 Eligible Directors, when the Board is 4 or 5 in number;
- (c) any 5 Eligible Directors when a Board is 6 or 7 in number; and,
- (d) any 6 Eligible Directors when the Board is 8 in number

- 5.2 If the total number of directors in office for the time being is less than 3, 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 Shareholders to appoint further directors

6. CASTING VOTE

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

7. TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY

- 7.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
- (b) shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested,
- (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested,
- (d) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
- (e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- (f) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

8. DIRECTORS' CONFLICTS OF INTEREST

8.1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest (**Conflict**).

8.2 Any authorisation under this article will be effective only if

- (a) to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the

provisions of these Articles or in such other manner as the directors may determine;

- (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other interested director; and
- (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other interested director's vote had not been counted.

8.3 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
- (c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
- (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
- (e) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and
- (f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

8.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.

8.5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.

- 8.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

9. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded and kept by the directors in permanent form

10. APPOINTMENT OF DIRECTORS

Any person who is willing to act as director, is permitted by law to do so, and fulfils the conditions as set out in article 2.2 above, may be appointed to be a director:

- (a) by ordinary resolution;
- (b) by a decision of the directors;

in order to fulfil a casual vacancy.

11. TERMINATION OF DIRECTORS APPOINTMENT

- 11.1 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 persons 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 3 months;

- (e) by reason of that persons mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights 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;
- (g) that person is no longer a Qualifying Individual in the Locality;
- (h) the person has been suspended whether from the performers list or by any regulator or by that persons employer, in which case that director shall be removed until such time as he is reinstated into his former position and becomes eligible to continue with his duties as a director;
- (i) the person has become a member of the governing board of the CCG.

11.2 The Board has the right, at a directors meeting, to remove a director from office if, in the reasonable opinion of the Board, the director has acted in a manner which is incompatible with his role and responsibilities as a director of the Company

12. DIRECTORS REMUNERATION

- 12.1 Directors may undertake any services for the Company that the directors decide.
- 12.2 Directors are entitled to such remuneration as the directors determine for services to the Company as directors and/or any other service they undertake for the Company.
- 12.3 Such remuneration may, subject to the Articles, take any form and include any arrangements in connection with the payment of a pension, allowance, gratuity, death, disability, or sickness benefits to or in respect of that director.
- 12.4 Director remuneration accrues from day to day unless otherwise agreed.
- 12.5 Directors are not accountable to the Company for any other remuneration they receive as directors or employees of the Company's subsidiaries or of any

other body corporate in which the Company is interested unless otherwise agreed.

- 12.6 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; and,
 - (b) general meetings; and,
 - (c) any other reasonable expenses as the Board may determine from time to time

SHARES

13. PURCHASE OF OWN SHARES

- 13.1 Subject to the Act but without prejudice to any other provision of these Articles, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the Act, including (without limitation) with cash up to any amount in a financial year not exceeding the lower of.
- (a) £15,000 and;
 - (b) the value of 5% of the Company's share capital

14. SHARE CAPITAL

- 14.1 The Company's share capital shall be calculated based on £0.10 per share.
- 14.2 Shares shall be allocated by the Company based on the List Size of a Shareholder Practice on the basis of 1 share per patient.
- 14.3 The List Size shall be fixed as at the date of the adoption of these Articles and shall be subject to a review every 3 years, in accordance with the Shareholder's Agreement.
- 14.4 For the avoidance of doubt, each Shareholder shall be entitled to one vote per 500 shares (rounded up) at any meeting of the Company.

- 14.5 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.
- 14.6 This does not apply to shares taken on the formation of the Company by its subscribers to the Company's memorandum.

15. POWER TO ISSUE DIFFERENT CLASSES OF SHARE

- 15.1 Subject to the Articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights and restrictions as may be determined by ordinary resolution.
- 15.2 The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares
- 15.3 The Company must issue each Shareholder, free of charge, with one or more certificates in respect of shares which that Shareholder holds
- 15.4 Every certificate must specify: how many shares, class, nominal value, whether fully paid, and any distinguishing numbers assigned to them.
- 15.5 No certificate may be issued in respect of shares of more than one class.
- 15.6 If more than one person holds a share, only one certificate may be issued in respect of it.
- 15.7 Certificates must have affixed to them the Company's seal or be otherwise executed in accordance with the Companies Acts.

16. REPLACEMENT SHARE CERTIFICATES

- 16.1 If a certificate issued in respect of a Shareholder's shares is
- (a) damaged or defaced, or
 - (b) said to be lost, stolen or destroyed,

- 14.2 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.
- 14.6 This does not apply to shares taken on the formation of the Company by its subscribers to the Company's memorandum.

15. POWER TO ISSUE DIFFERENT CLASSES OF SHARE

- 15.1 Subject to the Articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights and restrictions as may be determined by ordinary resolution.
- 15.2 The Company may issue shares which are to be redeemed, or are liable to be redeemed, at the option of the Company or the holder, and the directors may determine the terms, conditions and method of redemption of any such shares.
- 15.3 The Company may issue such shares which are not redeemable, with one or more certificates in respect of shares which that shareholder holds.
- 15.4 Every certificate must specify: (a) the share class, nominal value and whether fully paid and any dividend or other amounts due to the holder.
- 15.5 No certificate may be issued in respect of shares of more than one class.
- 15.6 If more than one person holds a share, only one certificate may be issued in respect of it.
- 15.7 Certificates must have effect in favour of the company, as well as be otherwise created in accordance with the Companies Act.

16. REPLACEMENT SHARE CERTIFICATES

- 16.1 If a certificate is lost or destroyed in respect of a shareholder's shares, the shareholder may apply to the Company for a replacement certificate.

(b) a fee to be paid to the Company for the replacement.

that Shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

16.2 A Shareholder exercising the right to be issued with such a replacement certificate:

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates; and,
- (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced; and,
- (c) must comply with such conditions as to evidence, indemnity and the payment of reasonable fee as the directors decide.

17. SHARE TRANSFERS

17.1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

17.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.

17.3 The Company may retain any instrument of transfer which is registered.

17.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.

17.5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

17.6 No share transfer may be registered by the directors unless they are satisfied that the transferee falls within a group properly authorised to hold shares in the Company, the group being defined as Shareholders.

17.7 If title to a share passes to a transferee, the Company may only recognise the transferee as having any title to that share.

17.8 A transferee who produces such evidence of entitlement to shares as the directors may properly require:

(a) may, subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person; and,

(b) subject to the Articles, and pending any transfer of the shares to another person, has the same rights as the holder had.

- 17 9 Transferees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

ADMINISTRATIVE ARRANGEMENTS

18. MEANS OF COMMUNICATION TO BE USED

- 18 1 Subject to article 18.2, any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:

- (a) if delivered by hand, on signature of a delivery receipt or
- (b) if sent by fax, at the time of transmission; or
- (c) if sent by pre-paid United Kingdom first class post, recorded delivery or special delivery to an address in the United Kingdom, at 9.00 am on the second Business Day after posting; or
- (d) if sent or supplied by e-mail, one hour after the notice, document or information was sent or supplied; or
- (e) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website; and
- (f) if deemed receipt under the previous paragraphs of this clause 18 1 would occur outside business hours (meaning 9 00 am to 5 30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 9.00 am on the day when business next starts in the place of deemed receipt. For the purposes of this article, all references to time are to local time in the place of deemed receipt.

- 18.2 To prove service, it is sufficient to prove that.

- (a) if delivered by hand the notice was delivered to the correct address; or
- (b) if sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number; or

- (c) if sent by post the envelope containing the notice was properly addressed, paid for and posted; or
- (d) if sent by e-mail, the notice was properly addressed and sent to the e-mail address of the recipient.

19. INDEMNITY

19.1 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 Officer" means any director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act).

19.2 Without prejudice to any indemnity to which a Relevant Officer is otherwise entitled:

- (a) each Relevant Officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a Relevant Officer:
 - (i) in the actual or purported execution and/or discharge of his duties, or in relation to them; and
 - (ii) including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a Relevant Officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and
 - (iii) the Company may provide any Relevant Officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in these Articles and otherwise may take any action to enable any such Relevant Officer to avoid incurring such expenditure.

19.3 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.

20. INSURANCE

20.1 In this article:

- (a) a "Relevant Officer" means any director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act).
- (b) a "Relevant Loss" means any loss or liability which has been or may be incurred by a Relevant Officer in connection with that Relevant Officer's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

20.2 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Relevant Officer in respect of any Relevant Loss

21. DIVIDENDS AND OTHER DISTRIBUTIONS

21.1 Procedure for declaring dividends:

- (a) The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.
- (b) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
- (c) No dividend may be declared or paid unless it is in accordance with Shareholders' respective rights.
- (d) Unless the Shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each Shareholder's holding of shares on the date of the resolution or decision to declare or pay it
- (e) If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-

preferred rights if, at the time of payment, any preferential dividend is in arrears.

- (f) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
- (g) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

22. PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS

22 1 In the Articles, “the Distribution Recipient” means, in respect of a share in respect of which a dividend or other sum is payable:

- (a) the holder of the share; or
- (b) if the share has two or more joint holders, whichever of them is named first in the register of members; or
- (c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or
- (d) otherwise by operation of law, the transferee

22 2 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means:

- (a) transfer to a bank or building society account specified by the Distribution Recipient either in writing or as the directors may otherwise decide;
- (b) sending a cheque made payable to the Distribution Recipient by post to the Distribution Recipient at the Distribution Recipient’s registered address (if the Distribution Recipient is a holder of the share), or (in any other case) to an address specified by the Distribution Recipient either in writing or as the directors may otherwise decide;
- (c) sending a cheque made payable to such person by post to such person at such address as the Distribution Recipient has specified either in writing or as the directors may otherwise decide; or
- (d) any other means of payment as the directors agree with the Distribution Recipient either in writing or by such other means as the directors decide

23. NO INTEREST ON DISTRIBUTIONS

23.1 The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

- (a) the terms on which the share was issued, or
- (b) the provisions of another agreement between the holder of that share and the Company.

24. UNCLAIMED DISTRIBUTIONS

24.1 All dividends or other sums which are:

- (a) payable in respect of shares, and
- (b) unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the directors for the benefit of the Company until claimed.

24.2 The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it.

24.3 If:

- (a) twelve years have passed from the date on which a dividend or other sum became due for payment; and,
- (b) the Distribution Recipient has not claimed it,

the Distribution Recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

25. NON-CASH DISTRIBUTIONS

25.1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

25.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:

- (a) fixing the value of any assets;
- (b) paying cash to any Distribution Recipient on the basis of that value in order to adjust the rights of recipients; and,
- (c) vesting any assets in trustees

26. WAIVER OF DISTRIBUTIONS

26.1 Distribution Recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the Company notice in writing to that effect, but if:

- (a) the share has more than one holder, or
- (b) more than one person is entitled to the share, whether by reason of the death or
- (c) bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

27. CAPITALISATION OF PROFITS

27.1 Subject to the Articles, the directors may, if they are so authorised by an [ordinary resolution]:

- (a) decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve; and
- (b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

27.2 Capitalised sums must be applied:

- (a) on behalf of the persons entitled, and
- (b) in the same proportions as a dividend would have been distributed to them.

- 27.3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 27.4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 27.5 Subject to the Articles the directors may:
- (a) apply capitalised sums in accordance with articles 27.3 and 27.4 partly in one way and partly in another;
 - (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
 - (c) authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

DECISION-MAKING BY SHAREHOLDERS: **ORGANISATION OF GENERAL MEETINGS**

28. CALLING A GENERAL MEETING

- 28.1 The directors may call general meetings of the Company
- 28.2 In accordance with the provisions of the Companies Act 2006, and on the requisition of Shareholders representing at least 5% in number of holders of the shares, the directors shall forthwith convene a general meeting

29. NOTICE OF GENERAL MEETINGS

- 29.1 General meetings (other than adjourned meetings) shall be called on at least 14 Clear Days' notice.
- 29.2 General meetings may be called by shorter notice if agreed to by a majority in number of the shareholders having the right to attend and vote at the meeting, being a majority who together hold not less than 90% in nominal value of the shares giving a right to attend and vote at the meeting.

- 29.3 Subject to the provisions of the articles and any restrictions imposed on any shares, the notice shall be given to all shareholders, to all transmittes and to the directors and auditors.
- 29.4 Subject to the provisions of the Companies Act 2006, the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 29.5 Notice of a general meeting must be given:
- (a) in hard copy form; or,
 - (b) in electronic form; or,
 - (c) subject to the provisions of the Companies Act 2006, by means of a website.
- 29.6 Notice of a general meeting must state:
- (a) the time and date of the meeting; and,
 - (b) the place of the meeting; and,
 - (c) the general nature of the business to be transacted at the meeting

30. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 30.1 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.
- 30.2 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.
- 30.3 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.

- 30.4 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.
- 30.5 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.

31. QUORUM FOR GENERAL MEETINGS

- 31.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. For the purposes of these Articles a quorum shall constitute 51% of Shareholders or their nominated proxies present at the meeting

32. CHAIRING GENERAL MEETINGS

- 32.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 32.2 The person chairing a meeting in accordance with this article is referred to as “the Chairman of the Meeting”.
- 32.3 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 Shareholder to chair the meeting, and the appointment of the Chairman of the Meeting must be the first business of the meeting.

33. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS

- 33.1 Directors may attend and speak at general meetings, whether or not they are Shareholders.

- 33.2 The Chairman of the Meeting may permit other persons who are not:
- (a) Shareholders of the Company, or
 - (b) otherwise entitled to exercise the rights of Shareholders in relation to general meetings,
- to attend and speak at a general meeting.

34. ADJOURNMENT

- 34.1 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.
- 34.2 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.
- 34.3 The Chairman of the Meeting must adjourn a general meeting if directed to do so by the meeting.
- 34.4 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.
- 34.5 If the continuation of an adjourned meeting is to take place more than 14 Clear 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.

- 34.6 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.

35. VOTING AT GENERAL MEETINGS

- 35.1 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.

36. ERRORS AND DISPUTES

- 36.1 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.
- 36.2 Any such objection must be referred to the Chairman of the Meeting, whose decision is final.

37. POLL VOTES

- 37.1 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.
- 37.2 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 Shareholders having the right to vote on the resolution.
- 37.3 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.

37.4 Polls must be taken immediately and in such manner as the Chairman of the Meeting directs.

38. CONTENT OF PROXY NOTICES

38.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

- (a) states the name and address of the Shareholder appointing the proxy;
- (b) identifies the person appointed to be that Shareholder’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Shareholder 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.

38.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

38.3 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.

38.4 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.

39. DELIVERY OF PROXY NOTICES

39.1 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.

- 39.2 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.
- 39.3 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.
- 39.4 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.

40. AMENDMENTS TO RESOLUTIONS

- 40.1 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.
- 40.2 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.
- 40.3 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.