

FILE COPY



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

Company Number **11306472**

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

FOWLER BARKER CONSTRUCTION LIMITED

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

Given at Companies House, Cardiff, on **12th April 2018**



* N11306472B *



Companies House



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



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **11/04/2018**

X73NHV62

Company Name in full:

FOWLER BARKER CONSTRUCTION LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**BROOM HOUSE 39/43 LONDON ROAD
HADLEIGH, BENFLEET
ESSEX
UNITED KINGDOM SS7 2QL**

Sic Codes:

71111

I wish to partially adopt the following model articles:>

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR RICHARD**

Surname: **BARKER**

Service Address: **BROOM HOUSE 39/43 LONDON ROAD
HADLEIGH, BENFLEET
ESSEX
UNITED KINGDOM SS7 2QL**

*Country/State Usually
Resident:* **ENGLAND**

Date of Birth: ****/02/1988** *Nationality:* **BRITISH**

Occupation: **SURVEYOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**

Full Forename(s): **MR BENJAMIN MACKENZIE**

Surname: FOWLER

Service Address: **BROOM HOUSE 39/43 LONDON ROAD
HADLEIGH, BENFLEET
ESSEX
UNITED KINGDOM SS7 2QL**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/07/1991** *Nationality:* **BRITISH**

Occupation: **SURVEYOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

ALL SHARES OF THIS CLASS HAVE EQUAL RIGHTS TO VOTING ALL SHARE OF THIS CLASS HAVE EQUAL DIVIDEND RIGHTS ALL SHARES OF THIS CLASS HAVE EQUAL RIGHTS TO DISTRIBUTIONS ON WINDING UP

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **RICHARD BARKER**

Address **BROOM HOUSE 39/43
LONDON ROAD
HADLEIGH, BENFLEET
ESSEX
UNITED KINGDOM
SS7 2QL**

Class of Shares: **ORDINARY**

Number of shares: **50**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

Name: **BEN MACKENZIE FOWLER**

Address **BROOM HOUSE 39/43
LONDON ROAD
HADLEIGH, BENFLEET
ESSEX
UNITED KINGDOM
SS7 2QL**

Class of Shares: **ORDINARY**

Number of shares: **50**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR RICHARD BARKER**

*Country/State Usually
Resident:* **ENGLAND**

Date of Birth: ****/02/1988** *Nationality:* **BRITISH**

Service Address: **BROOM HOUSE 39/43 LONDON ROAD
HADLEIGH, BENFLEET
ESSEX
UNITED KINGDOM
SS7 2QL**

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

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25 % but not more than 50 % of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25 % but not more than 50 % of the voting rights in the company.

Individual Person with Significant Control details

Names: **MR BENJAMIN MACKENZIE FOWLER**

*Country/State Usually
Resident:* **ENGLAND**

Date of Birth: ****/07/1991** *Nationality:* **BRITISH**

Service Address: **BROOM HOUSE 39/43 LONDON ROAD
HADLEIGH, BENFLEET
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<i>Nature of control</i>	The person holds, directly or indirectly, more than 25 % but not more than 50 % of the voting rights in the company.

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **BPSL**

Agent's Address: **BROOM HOUSE 39/43 LONDON ROAD
HADLEIGH, BENFLEET
ESSEX
UNITED KINGDOM
SS7 2QL**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **BPSL**

Agent's Address: **BROOM HOUSE 39/43 LONDON ROAD
HADLEIGH, BENFLEET
ESSEX
UNITED KINGDOM
SS7 2QL**

COMPANY NO.

THE COMPANIES ACT 2006

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

FOWLER BARKER CONSTRUCTION LIMITED

COMPANY NO.

THE COMPANIES ACT 2006

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

FOWLER BARKER CONSTRUCTION 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 each.

Name of each subscriber	Authentication by each subscriber
1. Mr Richard Barker	Authenticated electronically
2. Mr Benjamin Mackenzie Fowler	Authenticated electronically

Dated this 11th April 2018

COMPANY NO.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

FOWLER BARKER CONSTRUCTION LIMITED

COMPANY NO.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

FOWLER BARKER CONSTRUCTION LIMITED

1. **Defined terms**

1.1 In these Articles:

"**alternate**" or "**alternate director**" has the meaning given in article 15;

"**appointor**" has the meaning given in article 15;

"**CA 2006**" means the Companies Act 2006;

"**call**" has the meaning given in article 26;

"**call notice**" has the meaning given in article 26;

"**certificate**" means a paper certificate evidencing a person's title to specified shares or other securities;

"**Company's lien**" has the meaning given in article 24;

"**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);

"**holder**" in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

"**lien enforcement notice**" has the meaning given in article 25.2;

"**member**" has the meaning given in section 112 CA 2006;

"**Model Articles**" means the regulations contained in Schedule 1 to The Companies (Model Articles) Regulations 2008;

"**notice of intended forfeiture**" has the meaning given in article 30;

"**partly paid**" in relation to a share means that part of that share's nominal value or any premium at which it was issued has not been paid to the company; and

"**securities seal**" has the meaning given in article 22.2.

FOWLER BARKER CONSTRUCTION LIMITED

- 1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Model Articles and CA 2006, in each case as in force on the date when these articles become binding on the Company.
- 1.3 Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles.
- 1.4 A reference in these articles to an "article" is a reference to the relevant article of these articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase in these articles or the Model Articles introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. **Variation of Model Articles**

- 2.1 Subject as provided in these articles the Model Articles shall apply to the Company.
- 2.2 Model Articles 8(2) to 8(4), 9(1), 12(3), 12(4), 14, 17(2), 21, 24(1), 24(2), 24(5), 26, 28(2), 44(4) and 46(3) shall not apply to the Company

3. **Decision-making by directors**

- 3.1 Model Articles 8 to 13 inclusive do not apply so long as the Company has only one director.
- 3.2 For the purposes of Model Article 8, a unanimous decision of the directors may take the form of a written resolution in accordance with articles 8 and 9 or may be in electronic form.
- 3.3 Where a decision of the directors is taken by electronic means, that decision must be recorded in permanent form, so that it may be read with the naked eye.
- 3.4 A decision may not be taken in accordance with Model Article 8 if the eligible directors would not have formed a quorum at a directors' meeting.

4. **Calling directors' meetings**

- 4.1 Any director may call a directors' meeting.
- 4.2 The company secretary (if any) must call a directors' meeting if a director so requests.
- 4.3 A directors' meeting is called by giving notice of the meeting to the directors.

5. **Quorum at directors' meetings**

- 5.1 Model Article 11(2) shall be read as if the final word was deleted and the words "two eligible directors" were added in its place.
- 5.2 For the purposes of any meeting (or part of a meeting) held in accordance with article 11 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for that meeting (or part of a meeting) is one eligible director.

FOWLER BARKER CONSTRUCTION LIMITED

6. **Chairing directors' meetings**

- 6.1 The directors may appoint other directors as deputy or assistant chairmen to chair directors' meetings in the chairman's absence.
- 6.2 The directors may terminate the appointment of the chairman, deputy or assistant chairman at any time.
- 6.3 If neither the chairman nor any director appointed generally to chair directors' meetings in the chairman's absence is participating in a meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.
- 6.4 Model Article 13(2) shall be read as if the words "to be counted" to "voting purposes" inclusive were omitted and the words "an eligible director for the purposes of that meeting (or part of a meeting)" were added in their place.

7. **Voting at directors' meetings**

- 7.1 Subject to the articles, a decision is taken at a directors' meeting by a majority of the votes of the participating directors.
- 7.2 Subject to the articles, each director participating in a directors' meeting has one vote.
- 7.3 Subject to the articles, if a director has an interest in an actual or proposed transaction or arrangement with the Company:
- (a) that director's alternate may not vote on any proposal relating to it unless the interest has been duly declared (if so required by section 177 or section 182 CA 2006); but
 - (b) this does not preclude the alternate from voting in relation to that transaction or arrangement on behalf of another appointor who does not have such an interest.

8. **Proposing directors' written resolutions**

- 8.1 Any director may propose a directors' written resolution.
- 8.2 The company secretary (if any) must propose a directors' written resolution if a director so requests.
- 8.3 A directors' written resolution is proposed by giving notice of the proposed resolution to the directors.
- 8.4 Notice of a proposed directors' written resolution must indicate:
- (a) the proposed resolution; and
 - (b) the time by which it is proposed that the directors should adopt it.
- 8.5 Notice of a proposed directors' written resolution must be given in writing to each director.
- 8.6 Any decision which a person giving notice of a proposed directors' written resolution takes regarding the process of adopting that resolution must be taken reasonably in good faith.

9. **Adoption of directors' written and unanimous resolutions**

- 9.1 A proposed directors' written resolution is adopted when all the directors who would have been entitled to vote on the resolution at a directors' meeting have signed one or more copies of it, provided that those directors would have formed a quorum at such a meeting.
- 9.2 It is immaterial whether any director signs the resolution before or after the time by which the notice proposed that it should be adopted.

- 9.3 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles.