

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **11490314**

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

**KEYSTONE COMPLIANCE LIMITED 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 **30th July 2018**



\* N11490314A \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **28/07/2018**

X7B65P9M

*Company Name in full:*

**KEYSTONE COMPLIANCE LIMITED LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**2-3 BASSETT COURT BROAD STREET  
NEWPORT PAGNELL  
BUCKINGHAMSHIRE  
ENGLAND MK16 0JN**

*Sic Codes:*

**66190**

*I wish to entirely adopt the following model articles:*

**Private (Ltd by Shares)**

*Company Director* 1

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

## *Company Director*      2

*Type:*                                      **Person**

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

*Surname:*                                **WHITE**

*Former Names:*

*Service Address:*                      **EAST VIEW GOOSE GREEN  
GOMSHALL  
GUILDFORD  
UNITED KINGDOM GU5 9LL**

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

*Date of Birth:*    **\*\*/03/1957**                                      *Nationality:*      **BRITISH**

*Occupation:*      **TRAINER**

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

## *Company Director*      3

*Type:*                                      **Corporate**

*Name:*                                      **DISRUPT LEARNING AND EDUCATION SERVICES LIMITED**

*Principal / Business  
Address:*                                **2-3 BASSETT COURT  
NEWPORT PAGNELL  
UNITED KINGDOM MK16 0JN**

### **European Economic Area (EEA) Company**

*Register Location:*                                      **ENGLAND**

*Registration Number:*                                      **10327763**

*The subscribers confirm that the corporate body named has consented to act as a director.*

## *Statement of Capital (Share Capital)*

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

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,  
DIVIDENDS AND DISTRIBUTIONS.**

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### **Statement of Capital (Totals)**

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

## *Initial Shareholdings*

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*Name:*           **MICHAEL GAFFNEY**

*Address*       **26 BUCKLOW CLOSE  
MOTTRAM  
HYDE  
UNITED KINGDOM  
SK14 6JU**

*Class of Shares:*       **ORDINARY**

*Number of shares:*       **33**

*Currency:*               **GBP**

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

*Amount unpaid:*       **33.3**

*Amount paid:*           **0**

*Name:*           **MICHAEL WHITE**

*Address*       **EAST VIEW GOOSE GREEN  
GOMSHALL  
GUILDFORD  
UNITED KINGDOM  
GU5 9LL**

*Class of Shares:*       **ORDINARY**

*Number of shares:*       **33**

*Currency:*               **GBP**

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

*Amount unpaid:*       **33**

*Amount paid:*           **0**

*Name:*           **DISRUPT LEARNING AND  
EDUCATION SERVICES  
LIMITED**

*Class of Shares:*       **ORDINARY**

*Address*       **2-3 BASSETT COURT  
NEWPORT PAGNELL  
BUCKINGHAMSHIRE  
UNITED KINGDOM  
MK16 0JN**

*Number of shares:*       **34**

*Currency:*               **GBP**

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

*Amount unpaid:*       **34**

*Amount paid:*           **0**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**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**

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## ***Individual Person with Significant Control details***

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*Names:* **MR MICHAEL THOMAS GAFFNEY**

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

*Date of Birth:* **\*\*/03/1963** *Nationality:* **BRITISH**

*Service Address:* **26 BUCKLOW CLOSE  
MOTTRAM  
HYDE  
UNITED KINGDOM  
SK14 6JU**

*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 has the right, directly or indirectly, to appoint or remove a majority of the board of directors of 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***

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*Names:* **MR MICHAEL MICHAEL WHITE**

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

*Date of Birth:* **\*\*/03/1957** *Nationality:* **BRITISH**

*Service Address:* **EAST VIEW GOOSE GREEN  
GOMSHALL  
GUILDFORD  
UNITED KINGDOM  
GU5 9LL**

*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 has the right, directly or indirectly, to appoint or remove a majority of the board of directors of 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.

## ***Relevant Legal Entity (RLE) details***

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*Company Name:* **DISRUPT LEARNING AND EDUCATION SERVICES LIMITED**

*Service Address:* **PO Box MK16 0JN  
2-3 BASSETT COURT  
NEWPORT PAGNELL  
UNITED KINGDOM  
MK16 0JN**

*Legal Form:* **PRIVATE LIMITED COMPANY**

*Governing Law:* **LIMITED LIABILITY**

*Register Location:* **ENGLAND**

*Country/State:* **ENGLAND**

*Registration Number:* **10327763**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

## ***Statement of Compliance***

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

*Name:* **MICHAEL GAFFNEY**

*Authenticated* **YES**

*Name:* **MICHAEL WHITE**

*Authenticated* **YES**

*Name:* **DISRUPT LEARNING AND EDUCATION SERVICES LIMITED**

*Authenticated* **YES**

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of KEYSTONE COMPLIANCE LIMITED 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.

<b>Name of each subscriber</b>	<b>Authentication</b>
Michael Gaffney	Authenticated Electronically
Michael White	Authenticated Electronically
Disrupt Learning and Education Services Limited	Authenticated Electronically

Dated: 28/07/2018