



**FILE COPY**

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

Company Number **13249024**

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

**THE MARITIME INDUSTRIES OF THE UNITED  
KINGDOM**

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

Given at Companies House on **5th March 2021**



**\*N13249024C\***



**Companies House**



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

085204 | 40  
IN01

Application to register a company



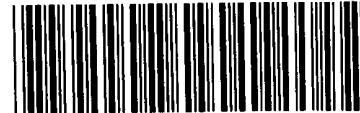
Companies House

A fee is payable with this form.  
Please see 'How to pay' on the last page.

✓ **What this form is for**  
You may use this form to register a  
private or public company.

✗ **What this form is NOT for**  
You cannot use this form to register a  
limited liability partnership. If you want to  
register this, please use form LL IN01.  
Do not use this form if any individual with  
significant control is applying for protection  
or has applied for protection from  
having their details disclosed in the  
public register. Contact enquiries at  
companieshouse.gov.uk to get a  
separate form.

WEDNESDAY  
WED  
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\*A9VKLJRU\*  
A14 06/01/2021 #100  
COMPANIES HOUSE  
\*A9ILIXU0\*  
A22 25/11/2020 #122  
COMPANIES HOUSE  
\*A9HJFZHK\*  
A11 10/11/2020 #6  
COMPANIES HOUSE

**Part 1 Company details**

A1

**Company name**

Check if a company name is available by using our name availability search:

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

Please show the proposed company name below.

Proposed company  
name in full ①

The Maritime Industries of the United Kingdom

For official use

1 3 2 4 9 7 1 4

➔ **Filling in this form**

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

① **Duplicate names**

Duplicate names are not permitted.  
A list of registered names can  
be found on our website. There  
are various rules that may affect  
your choice of name. More  
information on this is available in  
our guidance at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A2

**Company name restrictions ②**

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response.

② **Company name restrictions**

A list of sensitive or restricted  
words or expressions that require  
consent can be found in our  
guidance at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A3

**Exemption from name ending with 'Limited' or 'Cyfyngedig' ③**

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☒ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative.

③ **Name ending exemption**

Only private companies that are  
limited by guarantee and meet other  
specific requirements or private  
companies that are charities are  
eligible to apply for this. For more  
details, please go to our website  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

IN01

## Application to register a company

A4

Company type<sup>①</sup>

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

<sup>①</sup> Company type

If you are unsure of your company's type, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A5

## Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. <sup>②</sup>

Classification code 1	9	4	1	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


<sup>②</sup> 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](http://www.gov.uk/companieshouse)

A6

Situation of registered office <sup>①</sup>

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

<sup>①</sup> 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.

IN01

## Application to register a company

**A7****Registered office address ①**

Please give the registered office address of your company.

Building name/number **30 Park Street**

Street

Post town **London**

County/Region

Postcode

**S E 1 9 E Q****① 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 ②**

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box.

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box.

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

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

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 ③**

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

☒**③ Restricted company articles**

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

IN01

Application to register a company

## Part 2

## Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.**

### Secretary

**B1**

#### Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.  
**For a corporate secretary, complete Sections C1-C4.**

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

#### ① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

#### Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

#### ② Former name(s)

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

**B2**

#### Secretary's service address ③

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

#### ③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

**Corporate secretary**

<b>C1</b>	<b>Corporate secretary appointments ①</b>	
	Please use this section to list all the corporate secretary appointments taken on formation.	
Name of corporate body/firm		<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	→ <b>Yes</b> Complete <b>Section C3 only</b>	
	→ <b>No</b> Complete <b>Section C4 only</b>	
<b>C3</b>	<b>EEA companies ②</b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ②		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		
<b>C4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

IN01

Application to register a company

## Director

**D1**

### Director appointments <sup>1</sup>

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

Title*	
Full forename(s)	Richard Edward
Surname	Ballantyne
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	United Kingdom
Nationality	British
Month/year of birth <sup>4</sup>	X X 0 2 1 9 7 8
Business occupation (if any) <sup>5</sup>	Chief Executive

#### <sup>1</sup> 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.

#### <sup>2</sup> 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.

#### <sup>3</sup> Country/State of residence

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

#### <sup>4</sup> Month and year of birth

Please provide month and year only.

#### <sup>5</sup> Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

#### Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2**

### Director's service address <sup>6</sup>

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

Building name/number	"The Company's Registered Office"
Street	
Post town	
County/Region	
Postcode	
Country	

#### <sup>6</sup> 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 ①**

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

Title*	
Full forename(s)	Ian David
Surname	Cooke
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X '1 '2 '1 '9 '7 '2
Business occupation (if any) ⑤	Managing Director

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2****Director's service address ⑥**

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

Building name/number	"The Company's Registered Office"
Street	
Post town	
County/Region	
Postcode	
Country	

**⑥ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record.



IN01 - continuation page  
Application to register a company

Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*		
Full forename(s)	David Keith	
Surname	Dingle	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	United Kingdom	
Nationality	British	
Month/year of birth <sup>④</sup>	X X '0 '2 '1 '9 '5 '7	
Business occupation (if any) <sup>⑤</sup>	Chairman Carnival UK	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

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

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

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>⑥</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	"The Company's Registered Office"	
Street		
Post town		
County/Region		
Postcode		
Country		

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page  
Application to register a company

**Director**

**D1**

**Director appointments ①**

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

Title*	
Full forename(s)	Robert
Surname	Hill
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	New Zealand
Month/year of birth ④	X X    0 3    1 9    6 6
Business occupation (if any) ⑤	Interim Director

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

**Director's service address ⑥**

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

Building name/number	"The Company's Registered Office"
Street	
Post town	
County/Region	
Postcode	
Country	

**⑥ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page  
Application to register a company

**Director**

<b>D1</b>	<b>Director appointments <sup>1</sup></b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Lord	
Full forename(s)		
Surname	Mountevans	
Former name(s) <sup>2</sup>	Jeffrey Richard de Corban Evans	
Country/State of residence <sup>3</sup>	United Kingdom	
Nationality	British	
Month/year of birth <sup>4</sup>	X X    0 5    1 9    4 8	
Business occupation (if any) <sup>5</sup>	Member of House of Lords	

**<sup>1</sup> 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.

**<sup>2</sup> 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.

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

**<sup>4</sup> Month and year of birth**  
Please provide month and year only.

**<sup>5</sup> Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>6</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	"The Company's Registered Office"	
Street		
Post town		
County/Region		
Postcode		
Country		

**<sup>6</sup> 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 - continuation page  
Application to register a company

**Director**

**D1**

**Director appointments <sup>1</sup>**

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

Title*	
Full forename(s)	Paul Andrew
Surname	Wickes
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	United Kingdom
Nationality	British
Month/year of birth <sup>4</sup>	X X    m 0 m 5    y 1 y 9 y 6 y 0
Business occupation (if any) <sup>5</sup>	CEO

**<sup>1</sup> 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.

**<sup>2</sup> 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.

**<sup>3</sup> Country/State of residence**

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

**<sup>4</sup> Month and year of birth**

Please provide month and year only.

**<sup>5</sup> Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

**Director's service address <sup>6</sup>**

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

Building name/number	"The Company's Registered Office"
Street	
Post town	
County/Region	
Postcode	
Country	

**<sup>6</sup> 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 - continuation page  
Application to register a company

**Director**

<b>D1</b>	<b>Director appointments <sup>1</sup></b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*		
Full forename(s)	Mark	
Surname	Dickinson	
Former name(s) <sup>2</sup>		
Country/State of residence <sup>3</sup>	United Kingdom	
Nationality	British	
Month/year of birth <sup>4</sup>	X X    '0 '1    '1 '9 '6 '2	
Business occupation (if any) <sup>5</sup>	Trade Union General Secretary	

**1 Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**2 Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

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

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

**5 Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>6</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	"The Company's Registered Office"	
Street		
Post town		
County/Region		
Postcode		
Country		

**6 Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page  
Application to register a company

**Director**

<b>D1</b>	<b>Director appointments <sup>1</sup></b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*		
Full forename(s)	David Llewellyn	
Surname	Bankes-Hughes	
Former name(s) <sup>2</sup>		
Country/State of residence <sup>3</sup>	United Kingdom	
Nationality	British	
Month/year of birth <sup>4</sup>	X X    0 9    1 9 5 7	
Business occupation (if any) <sup>5</sup>	Publisher/Event Organiser	

**1 Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**2 Former name(s)**

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

**3 Country/State of residence**

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

**4 Month and year of birth**

Please provide month and year only.

**5 Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>6</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	"The Company's Registered Office"	
Street		
Post town		
County/Region		
Postcode		
Country		

**6 Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page  
Application to register a company

**Director**

**D1**

**Director appointments ①**

	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*		
Full forename(s)	Russell	
Surname	Gould	
Former name(s) ②		
Country/State of residence ③	United Kingdom	
Nationality	British	
Month/year of birth ④	X X    0 7    1 9    7 3	
Business occupation (if any) ⑤	Managing Director	

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

**Director's service address ⑥**

	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	"The Company's Registered Office"	
Street		
Post town		
County/Region		
Postcode		
Country		

**⑥ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page  
Application to register a company

**Director**

<b>D1</b>	<b>Director appointments <sup>1</sup></b>	
	Please use this section to list all the director appointments taken on formation. <b>For a corporate director, complete Sections E1-E4.</b>	
Title*		
Full forename(s)	Anne-Marie	
Surname	Mountifield	
Former name(s) <sup>2</sup>	Kerins	
Country/State of residence <sup>3</sup>	United Kingdom	
Nationality	Irish	
Month/year of birth <sup>4</sup>	X X    0 8    1 9    6 7	
Business occupation (if any) <sup>5</sup>	Chief Executive	

**<sup>1</sup> 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.

**<sup>2</sup> 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.

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

**<sup>4</sup> Month and year of birth**  
Please provide month and year only.

**<sup>5</sup> Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>6</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	"The Company's Registered Office"	
Street		
Post town		
County/Region		
Postcode		
Country		

**<sup>6</sup> 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 - continuation page  
Application to register a company

**Director**

**D1**

**Director appointments <sup>1</sup>**

	Please use this section to list all the director appointments taken on formation. <b>For a corporate director, complete Sections E1-E4.</b>
Title*	Captain
Full forename(s)	Ian
Surname	McNaught
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	United Kingdom
Nationality	British
Month/year of birth <sup>4</sup>	X X <sup>m</sup> 0 <sup>m</sup> 8 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 5 <sup>y</sup> 4
Business occupation (if any) <sup>5</sup>	The Deputy Master to the Corporation of Trinity House

**<sup>1</sup> 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.

**<sup>2</sup> 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.

**<sup>3</sup> Country/State of residence**

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

**<sup>4</sup> Month and year of birth**

Please provide month and year only.

**<sup>5</sup> Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

**Director's service address <sup>6</sup>**

	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .
Building name/number	"The Company's Registered Office"
Street	
Post town	
County/Region	
Postcode	
Country	

**<sup>6</sup> 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 - continuation page  
Application to register a company

**Director**

<b>D1</b>	<b>Director appointments <sup>1</sup></b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*		
Full forename(s)	John	
Surname	Stephen Denholm	
Former name(s) <sup>2</sup>		
Country/State of residence <sup>3</sup>	Scotland	
Nationality	British	
Month/year of birth <sup>4</sup>	X X 0 5 1 9 5 6	
Business occupation (if any) <sup>5</sup>	Chairman and Chief Executive of J & J Denholm Ltd	

- 1 Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- 2 Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
- 3 Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.
- 4 Month and year of birth**  
Please provide month and year only.
- 5 Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>6</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	"The Company's Registered Office"	
Street		
Post town		
County/Region		
Postcode		
Country		

- 6 Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

IN01 - continuation page  
Application to register a company

**Director**

**D1**

**Director appointments <sup>1</sup>**

	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.
Title*	
Full forename(s)	Timothy Gavin
Surname	Morris
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	United Kingdom
Nationality	British
Month/year of birth <sup>4</sup>	X X    m 1 m 2    y 1 y 9 y 7 y 1
Business occupation (if any) <sup>5</sup>	Chief Executive

- <sup>1</sup> 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.
- <sup>2</sup> 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.
- <sup>3</sup> Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.
- <sup>4</sup> Month and year of birth**  
Please provide month and year only.
- <sup>5</sup> Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

**Director's service address <sup>6</sup>**

	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .
Building name/number	"The Company's Registered Office"
Street	
Post town	
County/Region	
Postcode	
Country	

- <sup>6</sup> 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 - continuation page  
Application to register a company

**Director**

**D1**

**Director appointments ①**

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

Title*	
Full forename(s)	Mark Robert
Surname	Jackson
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X    m 0    4    y 1    9    6    1
Business occupation (if any) ⑤	CEO

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

**Director's service address ⑥**

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

Building name/number	"The Company's Registered Office"
Street	
Post town	
County/Region	
Postcode	
Country	

**⑥ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record.

IN01 - continuation page  
Application to register a company

**Director**

**D1**

**Director appointments <sup>1</sup>**

Please use this section to list all the director appointments taken on formation. <b>For a corporate director, complete Sections E1-E4.</b>	
Title*	Dr
Full forename(s)	Iain Bryden
Surname	Percy
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	United Kingdom
Nationality	British
Month/year of birth <sup>4</sup>	X X    m0 m3    y1 y9    y7 y6
Business occupation (if any) <sup>5</sup>	CEO, Artemis Technologies

- 1 Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- 2 Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
- 3 Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.
- 4 Month and year of birth**  
Please provide month and year only.
- 5 Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

**Director's service address <sup>6</sup>**

Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	"The Company's Registered Office"
Street	
Post town	
County/Region	
Postcode	
Country	

- 6 Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

IN01 - continuation page  
Application to register a company

**Director**

**D1** Director appointments <sup>①</sup>

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

Title*	
Full forename(s)	John Reginald
Surname	Hulmes
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	England
Nationality	British
Month/year of birth <sup>④</sup>	X X    m 0 m 9    y 1 y 9 y 5 y 7
Business occupation (if any) <sup>⑤</sup>	Retired

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2** Director's service address <sup>⑥</sup>

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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**⑥ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page  
Application to register a company

**Director**

**D1**

**Director appointments <sup>①</sup>**

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

Title*											
Full forename(s)	Theocharis Panayiotou										
Surname	Theochari										
Former name(s) <sup>②</sup>											
Country/State of residence <sup>③</sup>	United Kingdom										
Nationality	British										
Month/year of birth <sup>④</sup>	X X <table><tr><td>m</td><td>1</td></tr><tr><td>y</td><td>1</td></tr></table> <table><tr><td>y</td><td>9</td></tr><tr><td>y</td><td>6</td></tr></table> <table><tr><td>y</td><td>0</td></tr></table>	m	1	y	1	y	9	y	6	y	0
m	1										
y	1										
y	9										
y	6										
y	0										
Business occupation (if any) <sup>⑤</sup>	Solicitor										

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

**Director's service address <sup>⑥</sup>**

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

Building name/number	The Company's Registered Office								
Street									
Post town									
County/Region									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Country									

**⑥ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page  
Application to register a company

**Director**

**D1**

**Director appointments <sup>①</sup>**

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

Title*	Ms
Full forename(s)	Sarah
Surname	Kenny
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	United Kingdom
Nationality	British
Month/year of birth <sup>④</sup>	X X <sup>m</sup> 1 <sup>m</sup> 0 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 7 <sup>y</sup> 3
Business occupation (if any) <sup>⑤</sup>	CEO

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

**Director's service address <sup>⑥</sup>**

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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**⑥ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.



IN01 - continuation page  
Application to register a company

**Director**

**D1**

**Director appointments ①**

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

Title*	
Full forename(s)	Benjamin John
Surname	Murray
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	BRITISH
Month/year of birth ④	X X    m 0 m 2    y 1 y 9 y 9 y 2
Business occupation (if any) ⑤	Director

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

**Director's service address ⑥**

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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**⑥ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

# IN01

## Application to register a company

### Corporate director

**E1**

#### Corporate director appointments ①

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

#### ① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

#### Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

**E2**

#### Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**

→ No Complete **Section E4 only**

**E3**

#### EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ③

Registration number

#### ② EEA

A full list of countries of the EEA can be found in our guidance: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

**E4**

#### Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

If applicable, the registration number

#### ④ 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.

IN01

Application to register a company

**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**

		<b>Totals</b>		

**Currency table B**

		<b>Totals</b>		

**Currency table C**

		<b>Totals</b>		

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

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

# IN01

## Application to register a company

**F2**

### Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share

Prescribed particulars  
❶

#### ❶ Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

#### Continuation pages

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

# IN01

## Application to register a company

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

# IN01

## Application to register a company

**F3**

### Initial shareholdings

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

Please complete the details below for each subscriber.

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

#### Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** 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.

**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.

**Subscriber's details**

Forename(s) 1	Richard
Surname 1	Ballantyne
Address 2	30 Park Street
	London
Postcode	S E 1 9 E Q
Amount guaranteed 3	£1
Class of member (if applicable) 4	

**Subscriber's details**

Forename(s) 1	British Marine Federation
Surname 1	
Address 2	Marine House, Thorpe Lea Road, Egham, Surrey
Postcode	T W 2 0 8 B F
Amount guaranteed 3	£1
Class of member (if applicable) 4	

IN01

Application to register a company

**Subscriber's details**

Forename(s) ❶	Cruise Lines International Association UK & Ireland Limited
Surname ❶	
Address ❷	54 Fenchurch Street London
Postcode	E C 3 M 3 J Y
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

**Subscriber's details**

Forename(s) ❶	Institute of Chartered Shipbrokers
Surname ❶	
Address ❷	30 Park Street London
Postcode	S E 1 9 E Q
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

**Subscriber's details**

Forename(s) ❶	Maritime London Ltd
Surname ❶	
Address ❷	38 St Mary Axe London
Postcode	E C 3 A 8 E X
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

**Subscriber's details**

Forename(s) ❶	Maritime UK South West Ltd
Surname ❶	
Address ❷	Maritime Business Centre, Unit 7a & 7b, Falmouth Business Park, Bickland Water Rd, Falmouth, Cornwall
Postcode	T R 1 1 4 S Z
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

**❶ Name**

Please use capital letters.

**❷ Address**

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

**❸ Amount guaranteed**

Any valid currency is permitted.

**❹ Class of members**

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

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.



# IN01 - continuation page

## Application to register a company

G1		Subscriber's details	
Forename(s) ❶	Mark		
Surname ❶	Dickinson		
Address ❷	1&2 The Shrubberies, South Woodford, London		
	London		
Postcode	E	1	8 1 B D
Amount guaranteed ❸	£1		
Class of member (if applicable) ❹			
Subscriber's details			
Forename(s) ❶	Shipping Innovation Ltd		
Surname ❶			
Address ❷	Petrosport House, Somerville Court, Trinity Way		
	Adderbury, Oxon		
Postcode	O	X	1 7 3 S N
Amount guaranteed ❸	£1		
Class of member (if applicable) ❹			
Subscriber's details			
Forename(s) ❶	Society of Maritime Industries Limited		
Surname ❶			
Address ❷	28-29 Threadneedle Street		
	London		
Postcode	E	C	2 R 8 A Y
Amount guaranteed ❸	£1		
Class of member (if applicable) ❹			
Subscriber's details			
Forename(s) ❶	Solent Local Enterprise Partnership Limited		
Surname ❶			
Address ❷	1000 Lakeside North Harbour, Western Road		
	Portsmouth		
Postcode	P	O	6 3 E N
Amount guaranteed ❸	£1		
Class of member (if applicable) ❹			

**❶ Name**  
Please use capital letters.

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

**❸ Amount guaranteed**  
Any valid currency is permitted.

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

# IN01 - continuation page

## Application to register a company

<b>G1</b>	<b>Subscriber's details</b>
Forename(s) ①	The Corporation of Trinity House of Deptford Strond
Surname ①	
Address ②	Trinity House, Tower Hill London
Postcode	E C 3 N 4 D H
Amount guaranteed ③	£1
Class of member (if applicable) ④	

	<b>Subscriber's details</b>
Forename(s) ①	Chamber of Shipping of the United Kingdom
Surname ①	
Address ②	30 Park Street London
Postcode	S E 1 9 E Q
Amount guaranteed ③	£1
Class of member (if applicable) ④	

	<b>Subscriber's details</b>
Forename(s) ①	The United Kingdom Major Ports Group Limited
Surname ①	
Address ②	30 Park Street London
Postcode	S E 1 9 E Q
Amount guaranteed ③	£1
Class of member (if applicable) ④	

	<b>Subscriber's details</b>
Forename(s) ①	The Baltic Exchange Limited
Surname ①	
Address ②	38 St Mary Axe London
Postcode	E C 3 A 8 B H
Amount guaranteed ③	£1
Class of member (if applicable) ④	

### 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.

# IN01 - continuation page

## Application to register a company

<b>G1</b>	<b>Subscriber's details</b>
Forename(s) ①	Artemis Technologies Ltd
Surname ①	
Address ②	951 Yeovil Road, Slough Berkshire
Postcode	S L 1 4 N H
Amount guaranteed ③	£1
Class of member (if applicable) ④	

### 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.

	<b>Subscriber's details</b>
Forename(s) ①	Mersey Maritime Limited
Surname ①	
Address ②	Maritime Knowledge Hub, 3 Vanguard Way, Birkenhead, Merseyside
Postcode	C H 4 1 9 H X
Amount guaranteed ③	£1
Class of member (if applicable) ④	

	<b>Subscriber's details</b>
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

	<b>Subscriber's details</b>
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

IN01

Application to register a company

## 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](mailto: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 <sup>1</sup>

- ☐ 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.

#### **1 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

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

Title\*

Full forename(s)

Surname

Country/State of residence<sup>①</sup>

Nationality

Month/year of birth<sup>②</sup>

X X

m

m

y

y

y

y

<sup>①</sup> Country/State of residence

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

<sup>②</sup> Month and year of birth

Please provide month and year only.

H4

Individual's service address<sup>①</sup>

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

<sup>①</sup> 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.

# IN01

## Application to register a company

**H7**

### Nature of control for an individual<sup>①</sup>

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

① Tick each that apply.

#### Ownership of shares

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

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

#### Ownership of voting rights

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

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

#### Ownership of right to appoint/remove directors

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

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

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

**H8**

### Nature of control by a firm over which the individual has significant control<sup>①</sup>

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:

① 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

# IN01

## Application to register a company

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

Title*	
Full forename(s)	
Surname	
Country/State of residence <sup>①</sup>	
Nationality	
Month/year of birth <sup>②</sup>	<div>X</div> <div>X</div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>

**① Country/State of residence**

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

**② Month and year of birth**

Please provide month and year only.

**H4****Individual's service address<sup>①</sup>**

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	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>
Country	

**① 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.



# IN01

## Application to register a company

**H7**

### Nature of control for an individual<sup>1</sup>

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

<sup>1</sup> Tick each that apply.

#### Ownership of shares

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

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

#### Ownership of voting rights

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

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

#### Ownership of right to appoint/remove directors

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

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

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

**H8**

### Nature of control by a firm over which the individual has significant control<sup>2</sup>

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:

<sup>2</sup> 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

IN01

Application to register a company

H9

**Nature of control by a trust over which the individual has significant control <sup>①</sup>**

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

**① Tick each that apply.**

IN01

Application to register a company

## Relevant legal entity (RLE)

11 RLE details <sup>①</sup>	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**① 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 <sup>①</sup>	
Country/State <sup>①</sup>	
Registration number <sup>①</sup>	

**① 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.

# IN01

## Application to register a company

13

### Nature of control for the RLE <sup>①</sup>

Please indicate how the RLE has significant control over the company

① 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 <sup>①</sup>

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:

① 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

## IN01

### Application to register a company

15

#### Nature of control by a trust over which the RLE has significant control <sup>①</sup>

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

<sup>①</sup> 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 ①**

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Principal office address**

This is the address that will appear on the public record.

**J3**

**Legal form and governing law**

Legal form

Governing law

# IN01

## Application to register a company

J4

### Nature of control <sup>①</sup>

Please show how the ORP has significant control over the company

① 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 <sup>①</sup>

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:

① 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

# IN01

## Application to register a company

J6

### Nature of control by a trust over which the ORP has significant control <sup>①</sup>

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

<sup>①</sup> 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 <sup>①</sup>

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

<sup>①</sup> 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 <sup>②</sup>

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

<sup>②</sup> 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 <sup>③</sup>

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

☐ No objection was received by the subscribers from any eligible person <sup>④</sup> within the notice period before making the election.

<sup>③</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record.

**④ 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 <sup>①</sup>

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.

<sup>①</sup> 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 <sup>②</sup>

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

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

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

<sup>②</sup> **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 - continuation page

## Application to register a company

**N1**

### Statement of compliance delivered by the subscribers <sup>①</sup>

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

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

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

# IN01 - continuation page

## Application to register a company

**N1**

### Statement of compliance delivered by the subscribers <sup>①</sup>

	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.		<b>① Statement of compliance delivered by the subscribers</b> Every subscriber to the memorandum of association must sign the statement of compliance
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

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

Kirsty Odell

Building name/number

100

Street

Wood Street

Post town

London

County/Region

Postcode

E C 2 V 7 A N

Country

United Kingdom

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

Agent's signature

Signature

X K. Odell

X

# IN01

## Application to register a company



### Presenter information

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

Contact name	Kirsty Odell
Company name	Hempsons
Address	100 Wood Street
Post town	London
County/Region	
Postcode	E C 2 V 7 A N
Country	United Kingdom
DX	307430 Cheapside
Telephone	02074847647



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



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**Section 243 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



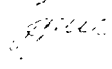


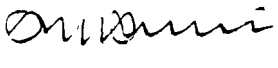
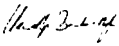
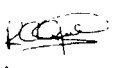

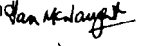
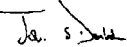

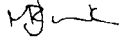


For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

## COMPANY NOT HAVING A SHARE CAPITAL

### Memorandum of association of The Maritime Industries of the United Kingdom

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.

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
Richard Ballantyne	
British Marine Federation	
Cruise Lines International Association UK & Ireland Limited	
Institute of Chartered Shipbrokers	
Maritime London Ltd	
Maritime UK South West Ltd	
Mark Dickinson	
Shipping Innovation Ltd	
Society of Maritime Industries Limited	
Solent Local Enterprise Partnership Limited	
The Corporation of Trinity House of Deptford Strond	
Chamber of Shipping of the United Kingdom	
The United Kingdom Major Ports Group Limited	
The Baltic Exchange Limited	
Artemis Technologies Ltd	
Mersey Maritime Limited	

Dated 4th January 2021

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**of**  
**THE MARITIME INDUSTRIES OF THE UNITED KINGDOM**

**NAME**

1. The Company's name is The Maritime Industries of the United Kingdom.

**INTERPRETATION**

**2.**

- 2.1 In these Articles, the following words shall have the following meanings, unless the context otherwise requires:

Words	Meanings
<b>Address</b>	a postal address or an e-mail (but excluding a telephone number for receiving text messages or a fax number) in each case registered with the Company;
<b>alternate director</b>	an alternate director appointed by a Non Executive Director in accordance with Article 72;
<b>the Articles</b>	the Articles of Association of the Company (as amended from time to time);
<b>Chief Executive Officer</b>	the person employed by the Company as the chief executive officer (or under a similar title) or to perform an equivalent function;
<b>clear day</b>	in relation to a period of notice, that period excluding the day when the notice



	is given or is deemed to be given and the day for which it is given or on which it is to take effect;
<b>Companies Acts</b>	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;
<b>Connected Person</b>	any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Director, any firm or body corporate (including a limited liability partnership) of which a Director is a partner, member or employee and any company of which a Director is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;
<b>a Director</b>	a member of the National Council who is a director;
<b>Document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>electronic form</b>	has the meaning given in Section 1168 of the Companies Act 2006;
<b>General Meeting</b>	a general meeting of the Company held in accordance with the Companies Acts;
<b>Member</b>	a Regional Member, National Member, Strategic Member or such other class of member as the National Council may approve, being members of the Company for the purposes of the Companies Acts;
<b>Member Representative</b>	an individual nominated by a Member to act as their representative at a General Meeting pursuant to Article 39;

<b>Memorandum</b>	the memorandum of Association of the Company;
<b>National Council</b>	the National Council of Directors of the Company constituted by Article 59;
<b>Non-Executive Directors</b>	the Directors appointed by Members pursuant to Articles 62 or 63;
<b>Objects</b>	the objects of the Company as defined in Article 5;
<b>Office</b>	the registered office of the Company;
<b>the Register</b>	the register of Members kept pursuant to the Companies Acts;
<b>Regulations</b>	the regulations of the Company made by the National Council pursuant to Article 96;
<b>Senior Manager</b>	a person employed by the Company in a senior management role (other than as Chief Executive Officer) whose post has been approved pursuant to Article 78.3;
<b>special resolution</b>	has the meaning given in section 283 of the Companies Act 2006;
<b>Strategic Plan</b>	the Maritime UK Strategic Plan dated 2019 as the same may from time to time be supplemented, amended or renewed in accordance with Article 79;
<b>Terms of Reference</b>	the Maritime UK Terms of Reference dated 2018 as the same may from time to time be supplemented, amended or renewed in accordance with Article 79;
<b>UK</b>	Great Britain and Northern Ireland;
<b>UK Maritime Sector</b>	the maritime industries of the UK which

	shall include without limitation ports, shipping, maritime professional services, marine engineering and leisure marine;
<b>in writing or written</b>	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form.

2.2 Unless specifically stated otherwise:

2.2.1 Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Company.

2.2.2 Words denoting the singular include the plural and vice versa.

2.2.3 Each reference to "person" includes a reference to a body corporate, unincorporated Company, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).

2.2.4 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

2.3 The relevant model articles for a company limited by guarantee are expressly excluded.

## **LIABILITY OF MEMBERS**

3. The liability of the Members is limited.

4. Every Member undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Company in the event of their being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Company contracted before they cease to be a Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.

## **OBJECTS**

5. The Company's objects are to promote and enable a thriving UK Maritime Sector.

## **POWERS**

6. The Company has power to do anything, always acting in accordance with the Strategic Plan and Terms of Reference, which is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:

- 6.1 To make representations to government and other national, regional and international bodies;
- 6.2 To foster collaboration between bodies operating in the UK Maritime Sector;
- 6.3 To work in conjunction with government and other national, regional and international bodies;
- 6.4 To champion issues affecting the UK Maritime Sector and raise the profile of the UK Maritime Sector's contribution to the UK economy;
- 6.5 To raise funds;
- 6.6 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 6.7 To sell, lease or otherwise dispose of all or any part of the property belonging to the Company;
- 6.8 To borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- 6.9 To co-operate with other bodies and to exchange information and advice with them;
- 6.10 To establish or support any body formed for any of the purposes included in the Objects;
- 6.11 To acquire or merge with any other body;
- 6.12 To enter into any partnership or joint venture arrangement with any body;
- 6.13 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.14 To employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Company;
- 6.15 To:
  - 6.15.1 deposit or invest funds;

- 6.15.2 engage a professional fund manager and to delegate the management of investments to such a manager; and
- 6.15.3 arrange for the investments or other property of the Company to be held in the name of a nominee;
- 6.16 To enter into contracts to provide services;
- 6.17 To establish or acquire subsidiary companies; and
- 6.18 To pay out of the funds of the Company the costs of forming and registering the Company as a company.

## **APPLICATION OF INCOME AND PROPERTY**

### **7.**

- 7.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.
- 7.2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member, or an unincorporated organisation represented by a Member pursuant to Article 11.5, who is not also a Director from receiving:
  - 7.2.1 a benefit from the Company in the capacity of a beneficiary of the Company; or
  - 7.2.2 reasonable and proper remuneration for any goods or services supplied to the Company; or
  - 7.2.3 rent for premises let by the Member to the Company; the amount of the rent and the other terms of the lease must be reasonable; or
  - 7.2.4 interest on money lent to the Company at a reasonable rate.

## **DIRECTORS BENEFITS**

### **8.**

- 8.1 The National Council may adopt a policy by a resolution passed in accordance with Article 78 to enable the National Council to consider authorising payments under any of the following paragraphs:
  - 8.1.1 A Director may be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Company;
  - 8.1.2 A Director may benefit from directors' indemnity insurance cover purchased at the Company's expense;

- 8.1.3 A Director may receive an indemnity from the Company in the circumstances specified in Article 104;
- 8.1.4 The Chair or Vice Chair may receive reasonable remuneration for undertaking work in connection with holding that office PROVIDED that such person withdraws from a meeting of the National Council while their remuneration is being discussed and does not vote on the matter.
- 8.2 The Chief Executive Officer shall be paid such remuneration, and receive such benefits, as determined by the National Council.
- 8.3 No Director or Connected Person may receive any financial benefit from the Company, unless the payment is authorised in accordance with Article 8.1 or Article 8.2.

## **MEMBERS**

9. The Company shall have the following classes of Members:
- 9.1 Regional Members;
- 9.2 National Members;
- 9.3 Strategic Members;
- 9.4 such other classes of Members as the National Council may approve.
10. The first Members are the subscribers to the Memorandum of Association who shall become Members in the same class of membership as they held in Maritime UK as hosted by the Chamber of Shipping immediately prior to the incorporation of the Company.
- 11.
- 11.1 To be eligible to be admitted as a Regional Member an organisation must represent regionally one or more sub-sectors of the UK Maritime Sector with a governance structure internally to aid in application for public finance and grants.
- 11.2 To be eligible to be admitted as a National Member an organisation must represent nationally one or more sub-sectors of the UK Maritime Sector with a governance structure internally to show that they are able to identify and represent the needs of their own sector.
- 11.3 To be eligible to be admitted as a Strategic Member an organisation must be specialists in their area of expertise.
- 11.4 Additional eligibility criteria for Membership can be set and varied by the National Council in Regulations.

- 11.5 Where an organisation is not incorporated which satisfies the relevant eligibility criteria, an individual or corporate body may be registered as the Member representing that organisation.
12. Every corporate body or other organisation, or individual on behalf of an unincorporated organisation, which wishes to become a Member shall sign and deliver to the Company a declaration in such form as the National Council may require.
13. All Members shall be admitted by a resolution of the National Council which may at its discretion reject an application of a corporate body or other organisation, or an individual on behalf of an unincorporated organisation, to become a Member. There is no right of appeal against a decision of the National Council.
14. Where the National Council approves a new class of Members pursuant to Article 9.4, it shall determine the rights and obligations attaching to such class (including whether there is a right to appoint a Director) and the eligibility criteria for such membership.
15. The rights and privileges of every Member shall not be transferable, except where an individual or corporate body represents an organisation which is not incorporated, their Membership may be transferred by the organisation to a new representative. Such transfer of Membership does not take effect until the company has received written notification of the transfer.
16. The National Council must keep a register of Members in accordance with the Companies Acts.

## **FEES AND SUBSCRIPTIONS**

### **17.**

- 17.1 The subscriptions and registration fees for the different categories of membership shall be such sums (if any) as shall be approved by the National Council and shall be due on the date or dates set by the National Council. The National Council may approve different rates for different classes of Members.
- 17.2 In exceptional circumstances where it is in the interests of the Company the National Council may waive all or any part of any fee or subscription of a Member.
- 17.3 Unless the National Council makes a waiver under Article 17.2, a Member shall not be entitled to exercise any of the rights under the Articles attaching to their class of Membership unless they have paid all subscriptions and other fees then due and owing by them.
- 17.4 A corporate body or other organisation, or individual representing an unincorporated organisation pursuant to Article 11.5, ceasing to be a Member in accordance with

Article 18 shall remain liable to pay to the Company all subscriptions and other sums due up to the date on which they ceased to be a Member and shall not be entitled to a refund of their subscription.

#### **TERMINATION OF MEMBERSHIP**

**18.** A corporate body or organisation, or an individual representing an unincorporated organisation, shall cease to be a Member if:

18.1 they cease to exist or die;

18.2 they resign by giving at least six months' written notice to the Company;

18.3 they are more than three months (or such longer period determined by the National Council) in arrears of any subscription or fee payable by them to the Company;

18.4 the National Council determines that the conduct of the Member or, in the case of a Member representing an unincorporated organisation pursuant to Article 11.5, that organisation is not in the best interests of the Company or is prejudicial to its reputation and as a result resolves that their membership is terminated by a resolution passed by at least 75% of the Directors present and voting at the meeting of the National Council at which such resolution is proposed PROVIDED THAT:

18.4.1 at least 28 days written notice of such meeting and the reasons for its proposed removal is sent to the Member proposed to be removed; and

18.4.2 the Member concerned is allowed to make representations at the meeting.

#### **REINSTATEMENT OF MEMBERSHIP**

**19.** The National Council may reinstate a Member removed under Article 18.3 when the Member has paid all arrears and (at the discretion of the National Council) a reinstatement fee.

#### **SUSPENSION OF MEMBERSHIP**

**20.** The National Council, having determined in accordance with Article 18.4 that the conduct of the Member or, in the case of a Member representing an unincorporated organisation pursuant to Article 11.5, that organisation is not in the best interests of the Company or is prejudicial to its reputation, has the option (instead of termination of Membership), by a resolution passed by at least 75% of the Directors present and voting at the meeting of the National Council, to determine for a period specified in the resolution that all rights and privileges attaching to the membership of the Member are suspended.



## **NOTICE OF GENERAL MEETINGS**

21. The National Council may call a General Meeting at any time.
22. The National Council must call a General Meeting if required to do so by the Members under the Companies Acts.
23. The notice of a General Meeting must specify the date, time and place of the meeting (or if it is to be held electronically the details for joining the meeting) and the general nature of the business to be transacted. The notice must also contain a statement setting out the rights of Members to appoint a proxy under section 324 of the Companies Act 2006.
24. A General Meeting shall be called by at least 14 clear days' notice sent to all Members, the Directors and financial auditors (if any).
25. A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights at that meeting of all Members entitled to vote at it.
26. 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.

## **PROCEEDINGS AT GENERAL MEETINGS**

27. The National Council may make whatever arrangements they consider appropriate for holding a General Meeting by electronic means which allows all those participating to speak, hear the presentations and comments of others, and exercise their voting rights at the General Meeting. The notice of the General Meeting shall issue instructions as to how to participate in, and vote at, such a meeting.
28. No business shall be transacted at any General Meeting unless a quorum of Members is present. Unless the Articles otherwise provide, Members present in person or by proxy or by Member Representative and entitled to vote on the business to be transacted, who together hold at least 51% of the voting rights attached to the entire Membership of the Company, shall be a quorum.
29. If, within 15 minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. Otherwise, it shall be adjourned to such day, time and place (or if it is to be held electronically via such details for joining the meeting) as the National Council shall appoint.

- 30.** The Chair shall preside as chair at every General Meeting of the Company or if they shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice Chair shall, if present and willing to act, preside as chair failing which the Directors present shall elect one of their number to be chair of that meeting.
- 31.** The chair of any General Meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place (including by being held electronically) but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 32.** When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting (or if it is to be held electronically the details for joining the meeting) and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
- 33.** At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 33.1 by the chair of the meeting; or
- 33.2 by two or more Members present in person or by proxy or by Member Representative having the right to vote on the resolution; or
- 33.3 a Member or Members present in person or by proxy or by Member Representative representing not less than one tenth of the total voting rights of all Members having the right to vote on the resolution.
- Where a General Meeting is held electronically, a resolution put to the vote of the meeting shall be decided by a poll as demanded above and the notice of the General Meeting shall issue instructions as to how a poll is conducted.
- 34.** Unless a poll is so demanded:
- 34.1 a declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority; and
- 34.2 an entry to that effect in the minutes of the General Meeting,
- shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 35. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 36. A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
- 37. No poll shall be demanded on the election of a chair of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.
- 38. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## **MEMBER REPRESENTATIVES**

### **39.**

- 39.1 A Member which is an organisation may nominate any person to act as their representative at any General Meeting. Such representative shall be entitled to exercise the same powers on behalf of the Member which they represent as if the Member had been an individual Member including power when personally present to vote on a show of hands and to demand or concur in demanding a poll.
- 39.2 The Member must give notice in writing to the Company of the name of their representative. The representative shall not be entitled to represent the Member at any General Meeting unless the notice has been received by the Company. The representative may continue to represent the Member until notice in writing to the contrary is received by the Company.
- 39.3 Any notice given to the Company will be conclusive evidence that the representative is entitled to represent the Member or that their authority has been revoked. The Company shall not be required to consider whether the representative has been properly appointed by the Member.

## VOTES OF MEMBERS

40. Any votes cast by a Member, who is not entitled to vote on the resolution, are disregarded.
41. Every Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Member personally or by proxy or by Member Representative.
42. A Member who has not paid every subscription or other sum due and owing by them to the Company shall not be entitled to vote.
43. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
44. Every Member shall be entitled to appoint another person as its proxy in accordance with the Companies Acts. A proxy does not need to be a Member.
45. Proxies may only be validly appointed by a notice in writing (a “**proxy notice**”) which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which they are appointed, is signed by or on behalf of the Member or authenticated in such manner as the National Council may determine.
46. The National Council may require proxy notices to be delivered in a particular form.
47. Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
48. Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and 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.
49. The appointment of a proxy and any other authority under which it is executed may:
  - 49.1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - 49.2 in the case of an appointment contained in a communication in electronic form, where an address has been specified for the purpose of receiving communications in electronic form:

49.2.1 in the notice convening the meeting, or

49.2.2 in any instrument of proxy sent out by the Company in relation to the meeting,  
or

49.2.3 in any invitation contained in a communication in electronic form to appoint a  
proxy issued by the Company in relation to the meeting,

it shall be received at such address not less than 48 hours before the time for holding  
the meeting or adjourned meeting at which the person named in the appointment  
proposes to vote;

49.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or  
received as aforesaid after the poll has been demanded and not less than 24 hours  
before the time appointed for the taking of the poll; or

49.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was  
demanded, be delivered at the meeting at which the poll was demanded to the chair  
of the meeting;

and an appointment of proxy which is not deposited, delivered or received in a manner  
so permitted shall be invalid.

In this Article, “**address**”, in relation to communications in electronic form, includes any  
number or address used for the purposes of such communications.

In calculating the period mentioned in this Article no account shall be taken of any part  
of the day that is not a working day.

50. A Member who is entitled to attend, speak and vote 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 Member. If such a  
Member attends the General Meeting in person their proxy appointment shall be  
automatically terminated.

51. 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.

52. An appointment under a proxy notice may be revoked by delivering the Company a  
notice given by or on behalf of the person by whom or on whose behalf the proxy notice  
was given.

53. 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.

## **EFFECT OF MEMBERS' RESOLUTION**

54. (Except where it relates to a resolution required by the Articles or the Companies Acts to be passed by the Members) a resolution passed at a General Meeting whose text was included in the requisition of Members under Article 22 shall be referred as a recommendation to the National Council.
55. The National Council shall, if necessary, report to the Members on the recommendation, if the General Meeting at which the resolution was considered so requires.

## **MEMBERS VOTING BY WRITTEN RESOLUTION**

56. A proposed written resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of 60 days beginning with its circulation date (as defined in the said Act)

## **CLASS MEETINGS OF MEMBERS**

### **57.**

- 57.1 No variation or abrogation of the rights of a class of Members shall be effective except with the sanction of a special resolution of the Members of the relevant class (or if the number of Members of a class is less than 4 with the sanction of the written approval of all the Members). When such a resolution to vary the rights of a class of Members is proposed at a separate general meeting of that class, the convening of, and proceedings at, such a meeting shall be governed by the Regulations but so that the quorum shall be 75% of Members of that class who are present in person or by proxy or by Member Representative; and for an adjourned meeting the quorum shall be the same.
- 57.2 Without prejudice to the generality of Article 57.1, the special rights attaching to each of the classes of Regional Members, National Members and Strategic Members shall be deemed to be varied by any alteration to Articles 57, 58, 59, 62, 65, 68, 75, 78 and 79.

## **POWERS OF THE NATIONAL COUNCIL**

58. Subject to the provisions of the Companies Acts and the Articles, the business of the Company shall be managed by the National Council who may exercise all the powers of the Company. No alteration of the Articles shall invalidate any prior act of the National Council which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the

National Council by the Articles. A meeting of the National Council at which a quorum is present may exercise all the powers exercisable by the National Council.

## **THE NATIONAL COUNCIL**

- 59.** The National Council shall comprise:
- 59.1 the Chair
  - 59.2 the Vice Chair,
  - 59.3 the Non Executive Directors appointed in accordance with Articles 62 and 63;
  - 59.4 the Chief Executive Officer.
- 60.** A Director must be aged 18 years or older and no one may be appointed a Director if they would be disqualified from acting under the provisions of Article 71.
- 61.** The Chief Executive Officer shall be appointed by a resolution of the National Council at a meeting of the National Council in accordance with Article 78.
- 62.** Each Regional, National and Strategic Member shall be entitled by written notice to the Company to appoint one Director, and to remove and replace them at any time.
- 63.** Any other Member referred to in Article 9.4 with a right to appoint a Director shall be entitled by written notice to the Company to appoint one Director, and to remove and replace them at any time.
- 64.** When a Member considers the appointment of their Non Executive Director they should give preference to the chair or president (or equivalent post) of that Member or of the unincorporated organisation which they represent pursuant to Article 11.5 as their appointee, unless they decide it would be more appropriate to appoint another person from their organisation and explain the reason for so doing to the Company.
- 65.** Each Regional, National and Strategic Member shall be entitled, in addition to the Non Executive Director appointed by them, to send an observer to a meeting of the National Council who may speak, but not vote, at that meeting. An observer is not a Director.

## **OFFICERS**

- 66.** The Officers of the Company shall be:
- 66.1 the Chair;
  - 66.2 the Vice Chair.
- 67.** No person may at any time hold both Officer posts.
- 68.** The Officers shall be elected by a resolution of the National Council at a meeting of the National Council from among the officers, directors, members of the board or

management committee or employees of Members or of organisations represented by a Member pursuant to Article 11.5.

#### **TERM OF CHAIR AND VICE CHAIR**

- 69.** Each of the Chair and Vice Chair shall hold office for one term of two years, at the end of which they shall not be eligible for re-election to that office. Prior to the expiry of their term of office the National Council may resolve to extend the term by no more than six months.
- 70.** A person who has served as Vice Chair may stand for election as Chair but not vice versa.

#### **DISQUALIFICATION, REMOVAL AND RESIGNATION OF DIRECTORS**

- 71.** A person must vacate the office of a Director if:
- 71.1** they die;
  - 71.2** they become subject to a bankruptcy order or interim order or makes any arrangement or composition with their creditors;
  - 71.3** in the written opinion, given to the Company, of a registered medical practitioner treating that person, they have become physically or mentally incapable of acting as a Director and may remain so for more than three months;
  - 71.4** by notice in writing to the Company they resign their office (but only if the requisite number of Directors for a quorum at a National Council meeting will remain in office when the notice of resignation is to take effect);
  - 71.5** they are disqualified from acting as a director under any statute or ceases to hold office by virtue of any provision of the Companies Acts or is prohibited by law from holding office;
  - 71.6** they fail to attend at least three meetings of the National Council over a consecutive period of 12 months without special leave of absence from the National Council and they pass a resolution that they by reason of such non-attendance vacated office;
  - 71.7** they are removed from office by a resolution passed by at least two thirds of the votes cast by the Directors present at a National Council meeting that the interests of the Company so require after inviting the views of the Director concerned and considering the matter in the light of any such views;
  - 71.8** they are removed from office by a resolution of the Members duly passed pursuant to section 168 of the Companies Act 2006;



- 71.9 they are directly or indirectly interested in any proposed or actual transaction or arrangement with the Company and fail to declare the nature and extent of their interest as required by sections 177 or 182 of the Companies Act 2006;
- 71.10 (being the Chief Executive Officer) they cease to be an employee of the Company.

## **APPOINTMENT AND REMOVAL OF ALTERNATE DIRECTORS**

### **72.**

- 72.1 Any Non Executive Director ("Appointor") may appoint as an alternate any person from among the officers, directors, members of the board or management committee or employees of the Member, or of the unincorporated organisation represented pursuant to Article 11.5 by the Member, who appointed them a Non Executive Director to:

72.1.1 exercise that Non Executive Director's powers; and

72.1.2 carry out that Director's responsibilities,

in relation to the taking of decisions by the Directors, in the absence of the alternate's Appointor.

- 72.2 Any appointment or removal of an alternate must be made by notice in writing to the Company signed by the Appointor, or in any other manner approved by National Council.

- 72.3 The notice must:

72.3.1 identify the alternate; and

72.3.2 in the case of a notice of appointment, contain confirmation by the alternate that the alternate is willing to act as the alternate of the Director giving the notice.

- 72.4 An alternate director has the same rights in relation to any decision of the Directors as the alternate's Appointor.

- 72.5 Except as the Articles specify otherwise, alternate directors:

72.5.1 are deemed for all purposes to be Directors;

72.5.2 are liable for their own acts and omissions;

72.5.3 are subject to the same restrictions as their Appointors; and

72.5.4 are not deemed to be agents of or for their Appointors

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of National Council.

- 72.6 A person who is an alternate director :

- 72.6.1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's Appointor is not participating);
- 72.6.2 may participate in a unanimous decision of the Directors (but only if their Appointor is a Director entitled to vote in relation to that decision, but does not participate).
- 72.7 An alternate director may only receive a financial benefit from the Company to the extent authorised in accordance with Article 8.1.
- 72.8 An alternate director's appointment as an alternate terminates:
  - 72.8.1 when the alternate's Appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
  - 72.8.2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's Appointor, would result in the Appointor vacating office as a Director;
  - 72.8.3 when the alternate's Appointor's vacate offices as a Director.

#### **PROCEEDINGS OF THE NATIONAL COUNCIL**

- 73. Subject to the Articles, the National Council may regulate their proceedings as they think fit.
- 74. The Chair may, and on the request of two Directors the Company shall, at any time call a meeting of the National Council.
- 75. The quorum necessary for the transaction of business of the National Council shall be at least 51% of the Non Executive Directors (or their alternate directors). A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 76. Each Director has one vote.
- 77. (Except for the matters listed in Articles 78 and Article 79) questions arising at any meeting of the National Council shall be decided by a majority of the votes of the Directors cast on a resolution. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 78. Decisions on the following matters at a meeting of the National Council require a resolution approved by at least 75% of the votes of the Directors cast on the resolution:
  - 78.1 the approval of subscription and registration fees for Members or for anyone else who supports the work of the Company;
  - 78.2 the appointment or dismissal of the Chief Executive Officer;
  - 78.3 the creation of a Senior Manager post;

- 78.4 the appointment or dismissal of a Senior Manager whose post has been approved pursuant to Article 78.3;
- 78.5 the approval of any policy authorising payments to Directors under Article 8.1.
- 79.** Decisions on the following matters at a meeting of the National Council require a resolution approved by all of the votes of the Directors cast on the resolution:
- 79.1 the approval of any policies to make representations to the UK government or other national, regional and international bodies or to champion issues affecting the UK Maritime Sector or its contribution to the UK economy;
- 79.2 the adoption of the Strategic Plan, and the Terms of Reference, of the Company and any variation to them;
- 79.3 the approval of the annual budget of the Company and any variation to it;
- 79.4 the admission of a Member.
- 80.** The National Council shall review the Terms of Reference of the Company every two years (or at the end of such other period as the National Council may determine).
- 81.** The Chair shall chair all meetings of the National Council. If there shall be no Chair or if the Chair is absent the Vice Chair shall chair the meeting. If there is no Vice Chair or if they are absent, the Directors present shall choose one of their number to chair the meeting. A person is considered absent if they are unwilling to chair the meeting or are not present within five minutes after the time appointed for holding the meeting. If the person entitled to chair the meeting (and who is willing to do so) subsequently attends the meeting, they shall take over as its chair.
- 82.** Any of the Directors can take part in a National Council meeting by way of a video conference, telephone or other electronic means by which each participant can communicate with the others. Taking part in this way will be treated as being present at the meeting. Meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chair of the meeting is, unless the Directors decide otherwise.
- 83.** The National Council may act notwithstanding any vacancy in their body.
- 84.** All acts done by any meeting of the National Council, or of any committee of the National Council, or by any person acting as a Director, shall be valid notwithstanding the participation in any vote of a Director:
- 84.1 who was disqualified from holding office;
- 84.2 who had previously retired or who had been obliged by the Articles to vacate office;

84.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests of otherwise;

if without the vote of that Director and that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting.

85. Article 84 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the National Council or of a committee of the National Council if, but for Article 84, the resolution would have been void, or if the Director has not complied with Article 87.

86. A resolution in writing signed or approved by all the Directors who are entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the National Council duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

#### **DECLARATION OF DIRECTORS' INTERESTS AND CONFLICTS**

87. A Director must:

87.1 declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared; and

87.2 absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

87.3 Any Director absenting themselves from any discussions in accordance with this Article must not vote or be counted as part of the quorum in any decision of the Directors on the matter.

#### **AUTHORISATION OF CONFLICTS OF INTEREST**

88. If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

88.1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

- 88.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- 88.3 the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person.

## **COMMITTEES**

89. The National Council may appoint one or more committees consisting of such persons appointed by them as they may think fit to which they may delegate authority for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the National Council would be more conveniently undertaken or carried out by a committee. The National Council may also delegate such authority to individuals.
90. All acts and proceedings of a committee established by the National Council shall be promptly reported to the National Council.
91. Any committees established by the National Council shall, in the exercise of the authority so delegated, conform to any directions imposed on them in terms of reference made by the National Council or otherwise by the National Council.
92. The National Council may revoke or alter any delegation to a committee or an individual.

## **PATRON**

93. The National Council may appoint any person to be a patron of the Company. The Patron shall be an honorary office, carrying no executive duties or responsibilities and no voting powers as a Director.

## **MINUTES**

94. The National Council must keep minutes of all:
- 94.1 appointments of Directors and Officers made by the National Council;
- 94.2 proceedings at General Meetings of the Company;
- 94.3 meetings of the National Council and other committees of the National Council including:
- 94.3.1 the names of the persons present at the meeting;

- 101.** Notwithstanding any other provisions of the Articles, the Company may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Company under the Companies Acts or the Companies Act 2006 ("2006 Act") or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members.

## **DISPUTES**

- 102.** If a dispute arises between the Members about the validity or propriety of anything done by the Members under the Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **DISSOLUTION**

- 103.1** The Members may, on the recommendation of the National Council to dissolve the Company, at any time before, and in expectation of, its dissolution resolve by a special resolution that the net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall, on or before dissolution of the Company, be applied or transferred in any of the following ways:

- 103.1.1** directly for the Objects; or
- 103.1.2** by transfer to any organisation or organisations for purposes the same as or similar to the Objects; or
- 103.1.2** by transfer to any organisation or organisations for use for particular purposes that fall within the Objects.

- 103.2** In no circumstances shall the net assets of the Company be paid to or distributed among the Members.

## **INDEMNITY**

- 104.** The Company may indemnify a Director or former Director against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

94.3.2 the decisions made at the meetings; and

94.3.3 where appropriate the reasons for the decisions.

95. Any minutes of any meeting, if purporting to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

## **REGULATIONS**

96. The National Council may make such regulations as they may deem necessary or expedient for the proper conduct and management of the Company and may add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members and the National Council shall adopt such means as they think fit to bring such regulations to the notice of Members. No regulation shall contravene any of the provisions of the Articles or the Companies Acts.

## **ACCOUNTS**

97. The Directors shall comply with the requirements of the Companies Acts as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission of annual accounts and reports to the Registrar of Companies.

## **NOTICES**

98. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the National Council or of any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.
99. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their Address or by leaving it at that Address or by sending it in electronic form to an Address for the time being notified to the Company by the Member.
100. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in electronic form was sent shall be conclusive where the Company can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of a notice sent in electronic form, 48 hours after it was sent or if sent by international airmail on the fifth day after it was sent.