

OS AP01

Appointment of director of an overseas company

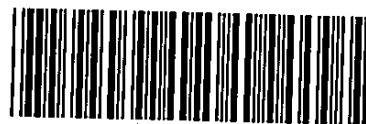
BLUEPRINT

OneWorld

☒ **What this form is for**
You may use this form to appoint
an individual as a director of an
overseas company

☐ **What this form is for**
You cannot use this form to appoint
a corporate director of an overseas
company To do this you must use
OS AP02 'Appointment of corporate
director of an overseas company'

WEDNESDAY



AIXJ3WRY

A25

17/08/2011

327

COMPANIES HOUSE

1, please
at
gov.uk

1 Overseas company details

Company number FC024621

Company name in full
or alternative name as
registered in the UK MISYS SECURITIES TRADING SYSTEMS (ASIA PACIFIC)
NZ LIMITED

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of director's appointment

Date of appointment 09/06/2010

3 New director's details

Title* MR

Full forename(s) NICHOLAS

Surname FARRIMOND

Former name(s) ①

Country/State of
residence ② UNITED KINGDOM

Nationality BRITISH

Date of birth 18/08/1965

Business occupation
(if any) ③ ACCOUNTANT

① Former name(s)

Please provide any previous names
which have been used for business
purposes in the past 20 years

Married women do not need to give
former names unless previously used
for business purposes

Continue in Section 8 if required

② Country/State of residence

This is in respect of your usual
residential address as stated in
Section 4a

③ Business occupation

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

4 New director's service address ④

Please complete your service address below. You must also complete your usual
residential address in Section 4a

Building name/number 51

Street THE AVENUE

Post town WATFORD

County/Region HERTFORDSHIRE

Postcode WD17 4NU

Country UNITED KINGDOM

④ Service address

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

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

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| | | |
|--|---|--|
| 5 | Director's authority | |
| | Please enter the extent of your authority as director Please tick one box | |
| Extent of authority | <input checked="" type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited | |
| Description of limited authority, if applicable | BY POWERS CONFERRED BY THE CONSTITUTION PLEASE SEE ATTACHED Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ❷ | |
| If applicable, name(s) of person(s) with whom you are acting jointly | JOHN DUDLEY | |

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

| | | |
|----------|---|---------------------|
| 6 | UK establishments | |
| | A return must be delivered in respect of any alteration to the company particulars by each UK establishment. If, however, a company has more than one UK establishment, it may deliver only one form in respect of all those UK establishments, provided it completes the table below | |
| | UK establishment name | Registration number |
| | | |
| | | |
| | | |
| | | |

| | | |
|-----------|--|--|
| 7 | Signature | |
| Signature | Signature X  X | |
| | This form may be signed and authorised by Director, Secretary, Permanent representative | |

| | | |
|------------------|---|--|
| 8 | Additional former name(s) (continued from Section 3) | |
| Former name(s) ❸ | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

❸ Additional former names
Use this space to enter any additional names.

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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 | GROUP SECRETARIAT |
| Company name | MISYS PLC |
| Address | ONE KINGDOM STREET |
| | PADDINGTON |
| Post town | LONDON |
| County/Region | |
| Postcode | W 2 6 B L |
| Country | |
| DX | |
| Telephone | |



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number as registered in the UK match the information held on the public Register
- ☐ You have completed the date of appointment
- ☐ You have included all former names used for business purposes over the last 20 years
- ☐ You have completed the nationality box in Section 3
- ☐ You have provided a correct date of birth
- ☐ You have provided a business occupation if there is one
- ☐ You have provided both the service address and the usual residential address
- ☐ Addresses 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
- ☐ You have enclosed a relevant higher protection application if applying for this at the same time as completing this form
- ☐ You have entered the extent of the director's authority in Section 6
- ☐ You have completed Section 6, if applicable
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



Where to send

You may return this form to any Companies House address

England and Wales

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

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)

Northern Ireland

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

Higher protection

If you are applying for, or have been granted, higher protection, 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

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

(3) CLAUSE 61 of Table A shall not apply to the Company.

DIRECTORS

12. WHEN any difference or dispute shall arise between the directors touching the construction of these presents or any Article herein contained or any provision or regulation to be substituted for or added to the Articles herein contained or any of them or the conduct, affairs, business or interests of the Company and a complete or temporary deadlock in the management by the directors of the affairs of the Company is thereby created, the matter in difference or dispute shall be immediately referred by the secretary to the members of the Company at an extraordinary general meeting of the Company called by the secretary for the purpose.

If at such extraordinary general meeting there is a deadlock between the members of the Company then such difference or dispute causing the deadlock shall be referred to a single arbitrator in case the parties agree upon one, otherwise to two arbitrators one to be appointed by each group of shareholders to the difference in accordance with and subject to the provisions of the Arbitration Act 1908 and its amendments.

13. (1) CLAUSE 75 of Table A shall not apply to the Company and the following Clause shall apply in lieu thereof:

The number of directors of the Company shall not be more than five (5) nor less than two (2) and the first directors of the Company shall be PAUL ROBERT GRAHAM and CLAIRE PATRICIA GRAHAM.

(2) CLAUSE 76 of Table A shall not apply to the Company and the following Clause shall apply in lieu thereof:

- (a) The directors shall be paid out of the funds of the Company such sum or sums or at such rate per annum by way of remuneration for their services as the Company may at any general meeting from time to time by resolution determine and any such determination shall apply to the year for which the same is passed and to all subsequent years until the Company in general meeting shall by resolution alter the same. Such remuneration may be fixed for all or any of the directors individually or collectively or partly by the one and partly by the other of such means and any remuneration payable to any directors collectively shall be divided amongst them in such proportions and in such manner as they may determine and in default of such determination shall be divided amongst them in equal proportions.
- (b) The directors shall be entitled to be paid reasonable travelling hotel entertaining and other expenses incurred in attendances at Board Meetings and when in any other manner whatsoever

and wheresoever engaged on the business or affairs of the Company.

- (c) The directors may award special remuneration out of the funds of the Company by a fixed sum or salary to an director advisory director of committee or directors rendering any special service in going abroad or otherwise for any of the purposes of or in the interests of the Company or for undertaking any work additional to that usually required of directors of a company similar to this and without any such award each director shall be entitled to reasonable expenses as set out in subclause 2(b) hereof for or in connection with any journeys taken by him on the Company's business.

BORROWING POWERS

14. CLAUSE 79 of Table A shall not apply to the Company and the following Clause shall apply in lieu thereof:

The directors may from time to time and without negating any implied power to borrow at their discretion borrow for the purposes of the Company from any persons firms or corporations any sum or sums of money on the security of the Company's property (real or personal) assets and effects both present and future inclusive of its unpaid calls or unpaid capital or any part thereof under legal mortgages or charges with powers of sales and other usual powers or by the issue of mortgage debentures debentures bonds obligations or any other securities of the Company created or issued generally upon such terms and conditions as the directors think fit.

POWERS AND DUTIES OF DIRECTORS

15. (1) CLAUSE 84 of Table A shall not apply to the Company and the following Clause shall apply in lieu thereof:

- (a) A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director.
- (b) A director may contract with the Company provided however that a director who is in any way whether directly or indirectly interested in a contract or proposed contract by or with the Company shall declare the nature of his interest at a meeting of the directors of the Company in accordance with section 199 of the Act.
- (c) A director notwithstanding his interest may vote in respect of any contract or arrangement in which he is interested and he may be counted in the quorum present at the meeting.

(2) ALL cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for

money paid to the Company shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the directors from time to time by resolution determine.

ROTATION OF DIRECTORS

16. CLAUSES 89 to 97 inclusive of Table A shall not apply to the Company and the following Clause shall apply in lieu thereof:

- (a) All directors of the Company shall hold office until they or any of them are removed by extraordinary resolution in accordance with subclause (c) hereof or until they vacate office pursuant to Clause 88 of Table A.
- (b) The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for election by the Company at that meeting as an additional director.
- (c) The Company may by extraordinary resolution remove any director notwithstanding anything in these Articles or in any agreement between the Company and that director. Any such removal shall be without prejudice to any claim that the director may have for damages for breach of any contract of service between him and the Company.
- (d) The Company may by ordinary resolution appoint another person in place of a director removed from office under the last preceding Clause and without prejudice to the powers of the directors under subclause (b) hereof the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or an additional director but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles.
- (e) A director who is abroad or about to go abroad may with the approval of the directors appoint any person to be an alternate director during his absence abroad. Such appointee whilst he holds office as an alternate director shall be entitled to notice of meetings of directors and to attend and vote thereat as a director accordingly but he shall not require any qualification and shall not be remunerated otherwise than out of the remuneration of the director appointing him and he shall ipso facto vacate office if and when the appointer returns to New Zealand or vacates office as a director or removes the appointee from office and any appointment and removal under this Clause shall be effected by notice in writing to the Company signed by the director making the appointment.

ACCOUNTS