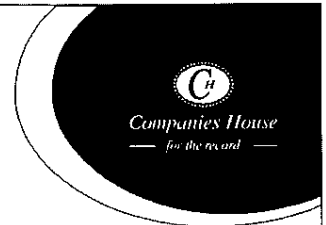


# OS AP01

## Appointment of director of an overseas company



☒ **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 NOT**  
You cannot use the form to  
appoint a corporate director of  
a company. To do this, please  
use OS AP02 'Appointment  
director of an overseas company'

MONDAY



A38

19/12/2011

#36

COMPANIES HOUSE

### 1 Overseas company details

Company number **FC025002**  
Company name in full  
or alternative name as  
registered in the UK **NORLAND DACS 16 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 **05/12/2011**

### 3 New director's details

Title\* **MR**  
Full forename(s) **KEITH**  
Surname **STREET**  
Former name(s) <sup>1</sup>  
Country/State of  
residence <sup>2</sup> **UNITED KINGDOM**  
Nationality **BRITISH**  
Date of birth **24/10/1960**  
Business occupation  
(if any) <sup>3</sup>

**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 <sup>4</sup>

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

Building name/number **2**  
Street **GREYHAM STREET**  
Post town **LONDON**  
County/Region  
Postcode **EC2V 7QP**  
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

# OS AP01

## Appointment of director of an overseas company

### 5 Director's authority


Please enter the extent of your authority as director Please tick one box		<b>1</b> 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  <b>2</b> 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
Extent of authority	<input checked="" type="checkbox"/> Limited <b>1</b> <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	by the articles of association - extract attached	
	Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <b>2</b>	
If applicable, name(s) of person(s) with whom you are acting jointly		

### 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) <b>3</b>	<b>3</b> Additional former names Use this space to enter any additional names

# OS AP01

## Appointment of director of an overseas 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	SHILLA PINDORIA
Company name	INVESTEC PLC
Address	2 GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	EC2V 7QP
Country	
DX	
Telephone	020 7597 4492



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

body corporate shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

### **CORPORATIONS ACTING BY REPRESENTATIVES**

- 61 Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. A corporation present at any meeting by such representative shall be deemed for the purposes of these articles to be present in person

### **RESOLUTIONS IN WRITING**

- 62 (a) Anything that may, in accordance with the provisions of the Law, be done by a resolution in writing signed by or on behalf of each member is authorised by these articles without any restriction
- (b) The directors may determine the manner in which resolutions shall be put to members pursuant to the terms of this article and without prejudice to their discretion, provision may be made in the form of any resolution in writing for each member to indicate how many of the votes which he would have been entitled to cast at a meeting to consider the resolution he wishes to cast in favour of such resolution, and how many against such resolution or to be treated as abstentions and the result of any such resolution in writing shall be determined upon the same basis as on a poll

### **NUMBER OF DIRECTORS**

63. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two

### **ALTERNATE DIRECTORS**

- 64 Any director (other than an alternate director) may appoint any other director, or any other person, to be an alternate director and may remove from office an alternate director so appointed by him
- 65 An alternate director shall be entitled to attend, be counted towards a quorum and vote at any meeting of directors and of any meeting of committees of directors of which his appointor is a member at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director It shall not be necessary to give notice of such a meeting to an alternate director
- 66 (a) An alternate director shall cease to be an alternate director if his appointor ceases to be a director
- (b) Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors
67. Save as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

### **POWERS OF DIRECTORS**

- 68 Subject to the provisions of the Law, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company in any part of the world No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by these articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors If an ordinary resolution is passed reducing the minimum number of directors

to one, a director who has been appointed to act as a sole director shall have and may exercise all the powers and authorities in and over the affairs of the Company as by these articles are conferred on the directors

- 69 The directors may, by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

### **DELEGATION OF DIRECTORS' POWERS**

- 70 The directors may delegate any of their powers to any committee consisting of one or more directors and (if thought fit) one or more other persons but a majority of the members of the committee shall be directors. No resolution of the committee shall be effective unless a majority of those present when it is passed are directors. They may also delegate to any managing director or any other director (whether holding any other executive office or not) such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying

### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 71 The first directors shall be determined in writing by the subscribers to the memorandum, or a majority of them
- 72 The Company may by ordinary resolution -
- (a) appoint any person as a director, either to fill a casual vacancy or as an additional director, and
  - (b) remove any person from office as a director.
- 73 A director may retire from office as a director by giving notice in writing to that effect to the Company at the office, which notice shall be effective upon such date as may be specified in the notice, failing which upon delivery, to the office

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 74 The office of a director shall be vacated if -
- (a) he ceases to be a director by virtue of any provision of the Law or becomes prohibited by law from, or is disqualified from, being a director, or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (c) he resigns his office by notice to the Company, or
  - (d) the Company so resolves by ordinary resolution

## **REMUNERATION OF DIRECTORS**

- 75 The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day

## **DIRECTORS' EXPENSES**

- 76 The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties

## **DIRECTORS' APPOINTMENTS AND INTERESTS**

- 77 Subject to the provisions of the Law, the directors may appoint one or more of their number to the office of managing director or to any other executive office in the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director Any such appointment agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit Any appointment of a director to an executive office shall terminate if he ceases to be a director but without

prejudice to any claim for damages for breach of the contract of service between the director and the Company

78. Subject to the provisions of the Law, and provided that he has disclosed to the directors the nature and extent of any material interests of his, a director notwithstanding his office -

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested,
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and
- (d) may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as though he were not a director of the Company

79 For the purposes of the preceding article -

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement with a specified person or class of persons shall be deemed to be sufficient disclosure of his interest in any such transaction or arrangement, and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

### **DIRECTORS' GRATUITIES AND PENSIONS**

80 The directors may provide benefits, whether by the payment of gratuities or pensions or



by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or who was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit

### **PROCEEDINGS OF DIRECTORS**

- 81 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. The chairman shall not have a second or casting vote. A director who is also an alternate director shall be entitled to a separate vote for each director for whom he acts as alternate in addition to his own vote.
- 82 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two directors. A person who is an alternate director shall be counted in the quorum, any director acting as an alternate director shall also be counted as one for each of the directors for whom he acts as alternate. Any director enabled to participate in the proceedings of a meeting by means of a communication device (including a telephone) which allows all of the other directors present at such meeting to hear at all times such director and such director to hear at all times all other directors present at such meeting (in each case whether in person or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.
- 83 The continuing directors or the only continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 84 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do

so, the director so appointed shall preside at every meeting of directors at which he is present But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting

- 85 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote
- 86 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors, but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity
- 87 A director may vote in respect of any transaction, arrangement or proposed transaction or arrangement, in which he has an interest which he has disclosed in accordance with these articles and if he does vote, his vote shall be counted, and he shall be counted towards a quorum at any meeting of the directors at which any such transaction or arrangement or proposed transaction or arrangement, shall come before the directors for consideration
- 88 Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment