

OS AP01

Appointment of director of an overseas company



Companies House

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



J5Z7OZTM
JNI 30/01/2017 #44
COMPANIES HOUSE
J5M66ZNM
JNI 19/12/2016 #81
COMPANIES HOUSE

1 Overseas company details

Company number F C 0 2 7 5 3 5

Company name in full or alternative name as registered in the UK Elavon Financial Services DAC

→ **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 d 1 d 0 m 1 m 2 y 2 y 0 y 1 y 5

3 New director's details

Title* Mr.

Full forename(s) Jeffrey Wilfred

Surname Jones

Former name(s) ① None

Country/State of residence ② U.S.A.

Nationality American

Month/year of birth ③ X X m 0 m 7 y 1 y 9 y 6 y 1

Business occupation (if any) ④ Director

① **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.
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 **Month and year of birth**
Please provide month and year only.
Provide full date of birth in
section 3a.

④ **Business occupation**
If you have a business occupation,
please enter here. If you do not,
please leave blank.

4 New director's service address ⑤

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

Building name/number 8

Street Cherrywood Business Park

Post town Loughlinstown

County/Region Dublin

Postcode D 1 8 W 3 1 9

Country Ireland

⑤ **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

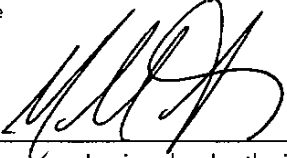
Please enter the extent of your authority as director. Please tick one box.		<p>① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</p> <p>② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</p>
Extent of authority	<input checked="" type="checkbox"/> Limited ① <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	<p>See ARTICLES 15,16,18,19 & 20 OF CONSTITUTION ATTACHED</p> <p>Are you authorised to act alone or jointly? Please tick one box.</p> <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ②	
If applicable, name(s) of person(s) with whom you are acting jointly	<p>Shailesh Kotwal, Andrew Hastings, Adrian Wrafter, Declan Lynch,</p> <p>Malcolm Towlson, Simon Haslam, Bryan Calder, John Dunning,</p> <p>Christopher Higgins, Troy Remington, Craig Gifford</p>	

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							
Elavon Financial Services DAC	B	R	0	0	9	3	7	3

7 Signature

Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed and authorised by: Director, Secretary, Permanent representative.</p>
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8 Additional former name(s) (continued from Section 3)

Former name(s) ①	<p>None</p> <p></p> <p></p> <p></p>	<p>① Additional former names Use this space to enter any additional names.</p>

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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 Michael Shea

Company name Elavon Financial Services DAC

Address Building 8 Cherrywood Business Park

Post town Loughlinstown

County/Region Dublin

Postcode D 1 8 W 3 1 9

Country Ireland

DX

Telephone +35312423183



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 and day of birth.



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.gov.uk/companieshouse or email 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

following his appointment and section 144(3)(c) of the Act shall not apply to the Company.

14.18 Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

14.19 Any Director or alternate Director may participate in a meeting of the Directors or any committee of the Directors by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute a presence in person at the meeting.

15. BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Debentures, debenture stock and other securities may be made assignable free from any equities between the Company and any person to whom the same may be issued. Any debentures or debenture stock may be issued at a discount, premium or otherwise and with any special rights as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors or otherwise.

16. POWERS AND DUTIES OF DIRECTORS

16.1 The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Companies Acts or by these regulations, required to be exercised by the Members in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act and to such directions, being not inconsistent with the aforesaid regulations or provisions, as may be given by the Members in general meeting; but no direction given by the Members in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

16.2 The Directors of the Company may delegate any of their powers to such person or persons as they think fit, including committees. Subject to the provisions of the Act and as herein provided, the Directors may delegate any of their powers and discretions to any committee (including an executive committee consisting of one or more directors) together with such other persons (if any) as may be appointed to such committee. Any committee so formed shall, in the exercise the powers so delegated, conform to any regulations that may be imposed in it by the Directors. Subject to any such conditions, the proceedings of the Committee with two or more Members shall be governed by the provisions of these Articles regulating the proceeding of Directors so far as they are capable of applying.

16.3 The Directors may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to

such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

- 16.4 The Company may exercise the powers conferred by Section 44 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.
- 16.5 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 231(1) of the Act.
- 16.6 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 for such period and on such terms as to remuneration and otherwise as the Directors may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
- 16.7 Any Director 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 if he were not a Director; but nothing herein contained shall authorise a Director or his firm to act as auditor to the Company
- 16.8 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed; as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
- 16.9 The Directors shall cause minutes to be made in books provided for the purpose
- 16.9.1 of all appointments of officers made by the Directors;
 - 16.9.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - 16.9.3 of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.
- 16.10 The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants, and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

17. PROCEEDINGS OF DIRECTORS

- 17.1 ~~Subject to the provisions of this Article, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve, it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the State, is for the time being absent from the State.~~

18. EXECUTIVE OFFICES

- 18.1 The Directors may from time to time appoint one or more of their number to hold any executive office in the management of the business of the Company including the office of chairman or deputy chairman or managing or joint managing or deputy or assistant managing director as the Directors may decide for such fixed term or without limitation as to the period and on such terms as think fit. Subject to the terms of any agreement entered into in any particular case, the Directors may revoke such appointment. Any such appointment shall be automatically determined if he ceases from any cause to be a Director.
- 18.2 Any Director so appointed shall receive such remuneration whether by way of salary, commission or participation in the profits, or partly in one way and partly in another, as the Directors may determine.
- 18.3 The Directors may entrust to and confer upon any Director so appointed Director any of the powers exercisable by them upon such terms and conditions and with such restriction as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke withdraw, alter or vary all or any of such powers.
- 18.4 The Directors may from time to time appoint any person as general manager, joint general manager, vice general managers, managers and other senior personnel for such fixed term or without limitation as to the period and on such terms (including remuneration), as they see fit. Any person so appointed, during his period of office may attend at and address meetings of the Directors.
- 18.5 The Directors may at any time and from time to time by resolution appoint any one or more persons (not being Directors) in the employment of the Company to a post with a title or designation which includes the word "director" as part of the title or designation in conjunction with some other descriptive word. Subject as provided in this Article, such appointment shall be on such term as the Directors shall decide but the Directors, shall be entitled by resolution to revoke such appointment at any time. Any such appointment or revocation shall not affect the terms and conditions of employment of such person with the Company and the revocation of any such appointment shall not entitle such person to any claim against the Company. Any person appointed to any such post in accordance with this Article shall not be a Member of the Board of Directors of the Company or have any of the rights or be under any of the obligations of a Director nor shall his or her title or designation be taken or deemed to imply that the holder thereof is a Director or authorised or empowered to act as one. Any person appointed to any such post in accordance with this Article shall not be entitled to notice of or to attend any meeting of the Board of Directors of the Company but he or she shall attend if so requested by the Board.

19. SECRETARY

- 19.1 The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- 19.2 A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

20. THE SEAL

- 20.1 The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the

Directors for the purpose.

21. DIVIDENDS AND RESERVE

- 21.1 The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.
- 21.2 The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company in accordance with the provisions of section 124 of the Act which apply to the Company.
- 21.3 No dividend shall be paid otherwise than out of profits available for that purpose.
- 21.4 The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may lawfully determine. The Directors may also, without placing the same to reserve, carry forward any profits which they may think it prudent not to divide.
- 21.5 Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
- 21.6 The Directors may deduct from any dividend payable to any Member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 21.7 Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Director shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed, in order to adjust the rights of all the parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 21.8 Any dividend, interest or other moneys payable in cash in respect of any shares may be paid by cheque or negotiable instrument sent through the post directed to the registered address of the holder, or, where there are joint holders, to the registered address of that one of the joint holders who is first named on the register or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.
- 21.9 No dividend shall bear interest against the Company.