

OS AP03

Appointment of secretary of an overseas company

BLUEPRINT

OneWorld



A6J5IKLK

A17 14/11/2017 #354

COMPANIES HOUSE

A6I0IW68

A17 28/10/2017 #77

COMPANIES HOUSE

A6GVEWGZ

A23 12/10/2017 #13

COMPANIES HOUSE

✓ What this form is for

You may use this form to appoint
an individual as a secretary of an
overseas company.

✗ What this form is NOT for

You cannot use this form if
appointing a corporate secretary.
If you wish to do this, please use form
OS AP04 'Appointment of
secretary of an overseas company'.

TUESDAY

SA

THI

1 Overseas company details

Company number F C 0 2 7 9 2 5

Company name in full
or alternative name as
registered in the UK BIFFA (JERSEY) 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 secretary's appointment

Date of appointment d 0 d 6 m 0 m 2 y 2 y 0 y 1 y 7

3 New secretary's details

Title* MRS

Full forename(s) RACHAEL

Surname HAMBROOK

Former name(s) ①

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.

4 New secretary's service address ②

Please complete the service address below.

Building name/number C/O BIFFA PLC

Street CORONATION ROAD

CRESSEX

Post town HIGH WYCOMBE

County/Region BUCKINGHAMSHIRE

Postcode H P 1 2 3 T Z

Country

② Secretary's 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.

5 New secretary's authority

Please enter the extent of your authority as secretary.
Please tick one box.

Extent of authority ☒ Limited ③
☐ Unlimited

Description of limited
authority, if applicable AUTHORITY LIMITED BY ARTICLES OF ASSOCIATION


③ 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.

OS AP03

Appointment of secretary of an overseas company

	Are you authorised to act alone or jointly? Please tick one box. <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❶	❶ 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.																													
If applicable, name(s) of person(s) with whom you are acting jointly	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>																														

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																																																																																
	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>																																									<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>																																								

7	Signature	
Authorising 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) ❷	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>																																																																																	❷ Additional former name(s) Use this space to enter any additional names.

OS AP03

Appointment of secretary 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 **R HAMBROOK**

Company name **BIFFA PLC**

Address **CORONATION ROAD**

CRESSEX

Post town **HIGH WYCOMBE**

County/Region **BUCKS**

Postcode

	H	P	1	2		3	T	Z
--	---	---	---	---	--	---	---	---

Country **UNITED KINGDOM**

DX

Telephone **01494 521221**



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 given the new secretary's details.
- ☐ You have provided the secretary's service address.
- ☐ The address must be a physical location. It cannot be a PO Box number (unless part of a full address), DX or LP (Legal Post in Scotland) number.
- ☐ You have completed the new secretary's authority in Section 5.
- ☐ 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.



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.



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

- 24.1.2 ceases to be a Director by virtue of any provision of the Law or he becomes prohibited or disqualified by law from being a Director;
- 24.1.3 becomes Bankrupt or makes any arrangement or composition with his creditors generally;
- 24.1.4 becomes of unsound mind; or
- 24.1.5 is removed from office by Ordinary Resolution passed pursuant to Article 23.3 2.

25. REMUNERATION AND EXPENSES OF DIRECTORS

- 25.1 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.
- 25.2 The Directors shall be paid out of the funds of the Company their travelling hotel and other expenses properly and necessarily incurred by them in connection with their attendance at meetings of the Directors or Members or otherwise in connection with the discharge of their duties.



26. EXECUTIVE DIRECTORS

- 26.1 The Directors may from time to time appoint one or more of their number to the office of managing director or to any other executive office under the Company on such terms and for such periods as they may determine.
- 26.2 The appointment of any Director to any executive office shall be subject to termination if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.
- 26.3 The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by the Directors upon such terms and conditions and with such restrictions as they 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.

27. DIRECTORS' INTERESTS

- 27.1 A Director who has, directly or indirectly, an interest in a transaction entered into or proposed to be entered into by the Company or by a subsidiary of the Company which to a material extent conflicts or may conflict with the interests of the Company and of which he is aware, shall disclose to the Company the nature and extent of his interest.
- 27.2 For the purposes of Article 27.1

- 27.2.1 the disclosure shall be made at the first meeting of the Directors at which the transaction is considered after the Director concerned becomes aware of the circumstances giving rise to his duty to make it or, if for any reason he fails to do so at such meeting, as soon as practical after the meeting, by Notice in Writing delivered to the Secretary;
- 27.2.2 the Secretary, where the disclosure is made to him shall inform the Directors that it has been made and shall in any event table the Notice of the disclosure at the next meeting after it is made;
- 27.2.3 a disclosure to the Company by a Director in accordance with Article 27.1 that he is to be regarded as interested in a transaction with a specified Person is sufficient disclosure of his interest in any such transaction entered into after the disclosure is made; and
- 27.2.4 any disclosure made at a meeting of the Directors shall be recorded in the minutes of the meeting.
- 27.3 Subject to the provisions of the Law, 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 tenure of office, remuneration and otherwise as the Directors may determine.
- 27.4 Subject to the provisions of the Law, and provided that he has disclosed to the Company the nature and extent of any of his material interests in accordance with Article 27.1, a Director notwithstanding his office.
- 27.4.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested;
- 27.4.2 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;
- 27.4.3 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
- 27.4.4 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.

28 PROCEEDINGS OF DIRECTORS

- 28.1** The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit.
- 28.2** A Director may at any time and the Secretary at the request of a Director shall summon a meeting of the Directors by giving to each Director and alternate Director not less than twenty-four hours' Notice of the meeting provided that any meeting may be convened at shorter Notice and in such manner as each Director or his alternate Director shall approve and provided further that unless otherwise resolved by the Directors Notices of Directors' meetings need not be in Writing.
- 28.3** Questions arising at any meeting shall be determined by a majority of votes.
- 28.4** In the case of an equality of votes the chairman shall not have a second or casting vote.
- 28.5** A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. Wherever two or more Directors hold office the quorum necessary for the transaction of the business of the Directors shall be two or such greater number as may be fixed by the Directors. Where the quorum is two or more Directors, an alternate Director shall be counted in a quorum but so that not less than two individuals will constitute the quorum. Where only one Director is in office he may, subject to Article 28.8, exercise alone all the powers and discretions for the time being exercisable by the Directors.
- 28.6** A Director notwithstanding his interest may be counted in the quorum present at any meeting at which any contract or arrangement in which he is interested is considered and, provided he has made the disclosure required by Article 27.1, he may vote in respect of any such contract or arrangement except those concerning his own terms of appointment.
- 28.7** If a Director is by any means in communication with one or more other Directors so that each Director participating in the communication can hear what is said by any other of them each Director so participating in the communication is deemed to be present at a meeting with the other Directors so participating notwithstanding that all the Directors so participating are not present together in the same place.
- 28.8** The continuing Directors or Director may act notwithstanding any vacancies in their number but if the number of Directors is less than the number fixed as the quorum or becomes less than the number required by the Law the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting of the Company. If there are no Directors or no Director is able or willing to act then any Member or the Secretary may summon a general meeting for the purpose of appointing Directors.

- 28.9 The Directors may from time to time elect from their number, and remove, a chairman and/or deputy chairman and/or vice-chairman of the board of Directors and determine the period for which they are to hold office.
- 28.10 The chairman, or in his absence the deputy chairman, or in his absence the vice-chairman, shall preside at all meetings of the Directors but if no such chairman, deputy chairman or vice-chairman be elected or if at any meeting the chairman, deputy chairman or vice-chairman be not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be the chairman of the meeting.
- 28.11 A resolution in Writing Signed by all the Directors entitled to receive Notice of a meeting of the Directors or of a committee of Directors shall be valid and effectual as if it had been passed at a meeting of the Directors or of a committee of Directors duly convened and held. If any resolution consist of several documents in like form each Signed by one or more Directors, a resolution Signed by an alternate Director need not also be Signed by his appointor. If a resolution Signed by a Director who has appointed an alternate Director it need not be Signed by an alternate Director in that capacity.
- 28.12 All acts done *bona fide* by any meeting of Directors or of a committee appointed by the Directors or by any Person acting as a Director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or Person acting as aforesaid or that they or any of them were disqualified or had vacated office be as valid as if every such Person had been duly appointed, qualified and had continued to be a Director or a member of a committee appointed by the Directors and had been entitled to vote.

29. MINUTE BOOK

- 29.1 The Directors shall cause to be entered in books kept for the purpose:
- 29.1.1 the minutes of all proceedings at general meetings, class meetings, directors' meetings and meetings of committees appointed by the Directors;
- 29.1.2 all resolutions in Writing passed in accordance with these Articles;
- 29.1.3 every memorandum in Writing of a Sole Member-Director Contract (as defined in Article 29.3) which is drawn up pursuant to Article 29.3;
- 29.1.4 every record in Writing of a Sole Member's Decision (as defined in Article 29.3) and