

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE UNLIMITED COMPANY**

Company Number **NI698547**

The Registrar of Companies for Northern Ireland, hereby certifies that

DR NADEEM IQBAL GASTROENTEROLOGY

is this day incorporated under the Companies Act 2006 as a private company, that the company is unlimited, and the situation of its registered office is in Northern Ireland

Given at Companies House, Belfast, on **27th June 2023**



NNI698547V



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01

Application to register a company



Received for filing on the: **19/06/2023**

JC5ZWRM0

Company Name in full: **DR NADEEM IQBAL GASTROENTEROLOGY**

Company Type: **Private unlimited company**

Situation of Registered Office: **Northern Ireland**

Proposed Registered Office Address: **6B UPPER WATER STREET
NEWRY
DOWN
BT34 1DJ**

Sic Codes: **86210**

Principal activity description: **General medical practice activities**

I wish to adopt entirely bespoke model articles.

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **DR NADEEM**

Surname: **IQBAL**

Service Address: **recorded as Company's registered office**

Country/State Usually Resident: **IRELAND**

Date of Birth: ****/06/1977** *Nationality:* **IRISH**

Occupation: **MEDICAL CONSULTANT**

The subscribers confirm that the person named has consented to act as a director

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	1
<i>Currency:</i>	EUR	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

ALL THE RIGHTS AND PRIVILEGES OF ORDINARY SHARES, INCLUDING A FULL VOTING RIGHTS, THE RIGHT TO PARTICIPATE IN DIVIDENDS AND IN A DISTRIBUTION, INCLUDING A DISTRIBUTION ON WINDING UP

Statement of Capital (Totals)

<i>Currency:</i>	EUR	<i>Total number of shares:</i>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **DR NADEEM IQBAL**

Address **6B UPPER WATER STREET
NEWRY
DOWN
NORTHERN IRELAND
BT34 1DJ**

Class of Shares: **ORDINARY**

Number of shares: **1**

Currency: **EUR**

*Nominal value of each
share:* **1.0**

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **DR NADEEM IQBAL**

Country/State Usually Resident: **IRELAND**

Date of Birth: ****/06/1977** *Nationality:* **IRISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

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

Name: **DR NADEEM IQBAL**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

Companies Act 2006

An Unlimited Private Company
Having a Share Capital

Memorandum of Association of

DR NADEEM IQBAL GASTROENTEROLOGY

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 and to take at least one share.

Name of each Subscriber

Authentication by each Subscriber

DR NADEEM IQBAL

Printed Name



Signature

Dated: _____

12-06-2023.

COMPANIES ACT 2006

**An Unlimited Private Company
Having a Share Capital**

Articles of Association

Of

DR NADEEM IQBAL GASTROENTEROLOGY

Companies Act 2006

**An Unlimited Private Company
Having a Share Capital**

Articles of Association

OF

DR NADEEM IQBAL GASTROENTEROLOGY

PRELIMINARY

1. "The Act" means the Companies Act 2006 and any statutory modification or re-enactment for the time being in force thereof.

"Model Articles" means Model Articles of Association as contained in schedule 1 to the Companies (Model Articles) 2008 (SI2008 No. 3229) hereinafter referred to as Model Articles.
2. Subject as hereinafter provided, the Articles contained in The Model Articles shall apply to the Company, unless deleted or modified as hereinafter expressed.
3. The liability of the members is unlimited.

ISSUE OF SHARES

4.
 - (a) Shares may be issued as nil, partly or fully paid.
 - (b) Unless the members of the Company by special resolution direct otherwise, all shares which the directors propose to issue must first be offered to the members in accordance with the following provisions of this Article.
 - (c) Shares must be offered to members in proportion as nearly as may be to the number of existing shares held by them respectively.
 - (d) The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined.
 - (e) After the expiration of the period referred to in (d) above, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; and such further offer shall be made in the like terms in the same manner and limited by a like period as the original offer.
 - (f) Any shares not accepted pursuant to the offer referred to in (d) and the further offer referred to in (e) or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or dispose of the same to such persons, on such terms, and in such manner as they think fit.

- (g) In accordance with section 567 of the Companies Act 2006, sections 561 and 562 of the said Act are excluded.

TRANSFER AND TRANSMISSION OF SHARES

5. The Directors may in their absolute discretion and without assigning any reason decline to register any Transfer of Shares, whether fully paid or not.

QUORUM AT GENERAL MEETINGS

6. (a) If and for so long as the Company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by one or more proxies or, in the event that the member is a corporation, by one or more corporate representatives, is a quorum.
- (b) If and for so long as the Company has two or more members, two members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by one or more proxies or, in the event that any member present is a corporation, by one or more corporate representatives, are a quorum.

NOTICE OF GENERAL MEETINGS

7. (a) Every notice convening a general meeting of the Company must comply with the provisions of:-
- (i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
- (ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.
- (b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company.

DIRECTORS

8. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

9. Model Articles 11 (2) is modified to read "one" instead of "two" where it appears.

10. Subject to the provisions of the Act, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.

INDEMNITY

11. Model Article 52 shall not apply to the company but shall be replaced as follows:-

Subject to the provisions of and so far as may be consistent with the Act but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceeding, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.