



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company No. 411459

The Registrar of Companies for Scotland hereby certifies that

**KINGDOM OFF ROAD MOTORCYCLE CLUB**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Scotland

Given at Companies House on **17th November 2011**



**\*NSC411459F\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

# IN01

## Application to register a company

COMPANIES HOUSE  
FEE PAID  
EDINBURGH



A fee is payable with this form.  
Please see 'How to pay' on the last page.

☒ **What this form is for**

You may use this form to register a private or public company.

☒ **What this form is NOT for**

You cannot use this form to register a limited liability partnership. If you wish to register this, please use form LL01.

THURSDAY



\*SPV5SZBJ\*  
SCT 17/11/2011 177  
COMPANIES HOUSE

## Part 1 Company details

→ **Filling in this form**

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

### A1 Company details

Please show the proposed company name below.

Proposed company name in full \*

KINGDOM OFF ROAD MOTORCYCLE CLUB

For official use

SC411459

**1 Duplicate names**

Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information is available at: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### A2 Company name restrictions \*

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

- ☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

**2 Company name restrictions**

A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' \*

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

- ☒ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

**3 Name ending exemption**

Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### A4 Company type \*

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- ☐ Public limited by shares  
☐ Private limited by shares  
☒ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

**4 Company type**

If you are unsure of your company's type, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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**Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales  
☐ Wales  
☒ Scotland  
☐ Northern Ireland

**① Registered office**

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

A6

**Registered office address ②**

Please give the registered office address of your company.

Building name/number

24

Street

GREAT KING STREET

Post town

EDINBURGH

County/Region

Postcode

E H 3 6 Q N

**② Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A7

**Articles of association ③**

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only one box.

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

**③ For details of which company type can adopt which model articles, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

A8

**Restricted company articles ④**

Please tick the box below if the company's articles are restricted.

☐

**④ Restricted company articles**  
 Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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**Part 2 Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

**Secretary****B1 Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C5 instead of section B.

**Additional appointments**

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**B2 Secretary's service address ①**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**① Service address**

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

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

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

**B3 Signature ①**

I consent to act as secretary of the proposed company named in Section A1.

Signature	Signature X	X
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**① Signature**

The person named above consents to act as secretary of the proposed company.

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**Corporate secretary**

<b>C1</b>	<b>Corporate secretary appointments</b>		<p><b>Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.</p> <p><b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.</p>
Please use this section to list all the corporate secretary appointments taken on formation.			
Name of corporate body/firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>		
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete <b>Section C3 only</b> → No Complete <b>Section C4 only</b>			
<b>C3</b>	<b>EEA companies</b>		<p><b>EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a></p> <p><b>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</b></p>
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.			
Where the company/firm is registered			
Registration number			
<b>C4</b>	<b>Non-EEA companies</b>		<p><b>Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.			
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered			
Registration number			
<b>C5</b>	<b>Signature</b>		<p><b>Signature</b> The person named above consents to act as corporate secretary of the proposed company.</p>
I consent to act as secretary of the proposed company named in <b>Section A1</b> .			
Signature	Signature <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 40px; height: 40px; text-align: center; line-height: 40px;">X</div> <div style="border: 1px solid black; width: 40px; height: 40px; text-align: center; line-height: 40px;">X</div> </div>		


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**Director**

<b>D1</b>	<b>Director appointments ①</b>		<b>① Appointments</b> Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.  <b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.  <b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4  <b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.  <b>Additional appointments</b> If you wish to appoint more than one director, please use the 'Director appointments' continuation page.
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.		
Title*	MR		
Full forename(s)	DEREK		
Surname	GIBSON		
Former name(s) ②			
Country/State of residence ③	SCOTLAND		
Nationality	SCOTTISH		
Date of birth	06 12 1961		
Business occupation (if any) ④	SOCIAL WORKER		

<b>D2</b>	<b>Director's service address ⑤</b>		<b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.  Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.  If you provide your residential address here it will appear on the public record.
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	35		
Street	CAMPBELL CRESCENT		
Post town	CUPAR		
County/Region			
Postcode	K Y 1 5 5 Y T		
Country			

<b>D3</b>	<b>Signature ⑥</b>		<b>⑥ Signature</b> The person named above consents to act as director of the proposed company.
	I consent to act as director of the proposed company named in Section A1.		
Signature			

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## Application to register a company

## Director

**D1** Director appointments <sup>①</sup>

Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	
Title*	MR
Full forename(s)	DAVE
Surname	PATON
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	SCOTLAND
Nationality	SCOTTISH
Date of birth	d2 d5 m0 m5 y1 y9 y7 y0
Business occupation (if any) <sup>④</sup>	SOCIAL WORKER

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in section D4

**④ Business occupation**

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

**Additional appointments**

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2** Director's service address <sup>⑤</sup>

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	3
Street	THE TURNSTILES
Post town	METHIL
County/Region	
Postcode	K Y 8 3 J Z
Country	


**⑤ Service address**

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

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

**D3** Signature <sup>⑥</sup>

I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature</div> <div>X  X</div>

**⑥ Signature**

The person named above consents to act as director of the proposed company.

# IN01 – continuation page

Application to register a company

## Director

<b>D1</b>	<b>Director appointments ①</b>	
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.	
Title*	MR	
Full forename(s)	GRAHAM CHRISTOPHER	
Surname	JAMES	
Former name(s) ②		
Country/State of residence ③	SCOTLAND	
Nationality	BRITISH	
Date of birth	d 2 d 1 m 0 m 8 y 1 y 9 y 5 y 9	
Business occupation (if any) ④	RETIRED	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.

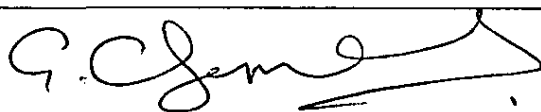
**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address ⑤</b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	BASS VIEW	
Street	PITTENWEEM ROAD	
Post town	ANSTRUTHER	
County/Region		
Postcode	K Y 1 0 3 D T	
Country		

**⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

<b>D3</b>	<b>Signature ⑥</b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	Signature X  X	



**⑥ Signature**  
The person named above consents to act as director of the proposed company.



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Application to register a company

**Corporate director**

<b>E1</b>	<b>Corporate director appointments</b> ①		<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
	Please use this section to list all the corporate directors taken on formation.		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>		
<b>E3</b>	<b>EEA companies</b> ②		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		
Where the company/firm is registered ③			
Registration number			
<b>E4</b>	<b>Non-EEA companies</b>		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
<b>E5</b>	<b>Signature</b> ⑤		<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company.
	I consent to act as director of the proposed company named in <b>Section A1</b> .		
Signature	Signature 		

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## Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

### F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

### F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

### F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate  
nominal value ④

④ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any  
share premium.

② Number of shares issued multiplied by  
nominal value of each share.

③ Total number of issued shares in this class.

#### Continuation Pages

Please use a Statement of Capital continuation  
page if necessary.

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**F4**

**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Prescribed particulars

1

**1 Prescribed particulars of rights attached to shares**

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

**Continuation pages**

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Class of share		
Prescribed particulars ❶		<p><b>❶ Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

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**F5**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

#### Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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**Part 4****Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below.

→ No Go to Part 5 (Statement of compliance).

**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

**1 Name**

Please use capital letters.

**2 Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**3 Amount guaranteed**

Any valid currency is permitted.

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) ①	
Surname ①	JORDAN NOMINEES (SCOTLAND) LIMITED
Address ②	24 GREAT KING STREET EDINBURGH
Postcode	E H 3 6 Q N
Amount guaranteed ③	£1

**Subscriber's details**

Forename(s) ①	
Surname ①	OSWALDS OF EDINBURGH LIMITED
Address ②	24 GREAT KING STREET EDINBURGH
Postcode	E H 3 6 Q N
Amount guaranteed ③	£1

**Subscriber's details**

Forename(s) ①	
Surname ①	SWIFT INCORPORATIONS LIMITED
Address ②	1 MITCHELL LANE BRISTOL
Postcode	B S 1 6 B U
Amount guaranteed ③	£1

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### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

#### ❶ Name

Please use capital letters.

#### ❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

#### ❸ Amount guaranteed

Any valid currency is permitted.

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

## Part 5

## Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers).
- Yes Go to **Section H2** (Statement of compliance delivered by an agent).

### H1

### Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

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

① **Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X



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Subscriber's signature	Signature X	X	<b>Continuation pages</b> Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

**H2****Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name	JORDANS (SCOTLAND) LIMITED
Building name/number	24
Street	GREAT KING STREET
Post town	EDINBURGH
County/Region	
Postcode	E H 3 6 Q N
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.
Agent's signature	Signature X  X

SIGNED.....  
 (AUTHORISED SIGNATORY OF  
 JORDANS (SCOTLAND) LIMITED)

IN01

## Application to register a 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 **ALISTER GILLIES**

Company name **JORDANS (SCOTLAND) LIMITED**

Address **24 GREAT KING STREET**

Post town **EDINBURGH**

County/Region

Postcode **E H 3 6 Q N**

Country

DX **ED 74 EDINBURGH**

Telephone **0131 557 6966**

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).  
☐ At the agents address (Given in Section H2).

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given 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.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

**Important information**

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

**How to pay**

**A fee is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**Where to send**

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

**For companies registered in England and Wales:**

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

**For companies registered in 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).

**For companies registered in 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.

**Section 243 exemption**

If you are applying for, or have been granted a section 243 exemption, 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)**

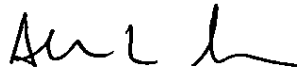
COMPANY NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION OF  
KINGDOM OFF ROAD MOTORCYCLE CLUB**

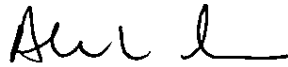
Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
--------------------------------	--

OSWALDS OF EDINBURGH LIMITED

  
.....

JORDAN NOMINEES (SCOTLAND) LIMITED

  
.....

SWIFT INCORPORATIONS LIMITED

  
.....

---

Dated

16/11/2011  
.....

**Companies Act 2006**

**Company limited by guarantee**

**ARTICLES OF ASSOCIATION OF  
KINGDOM OFF ROAD MOTORCYCLE CLUB**

**Part 1 - Interpretation, general, charitable purposes, powers of the Company and limitation of liability**

**Defined terms**

1. In these articles:

1.1 Unless the context requires otherwise:

"articles" means the company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than Scotland, England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"Chairman" means the Chairman of the Trustees;

"chairman of the meeting" means the person in the chair at the meeting in question;

"charitable purposes" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

"the 2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005;

"Trustee" means a director of the Company, who shall be a director of the Company for the purposes of the Companies Act 2006 and a charity trustee of the Company for the purposes of the 2005 Act;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"member" has the meaning given in section 112 of the Companies Act 2006;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"OSCR" means the Office of the Scottish Charity Regulator

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

1.3 References in these articles to any other Act of the Scottish Parliament or the UK Parliament are references to that Act as amended or re-enacted from time to time and to any relevant subordinate legislation made under it.

1.4 The model articles for private companies limited by guarantee in schedule 2 to The Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) are excluded from applying to this Company.

### **Charitable purposes**

2. The charitable purposes of the Company are:

2.1 The advancement of education.

2.2 The advancement of citizenship or community development.

2.3 The advancement of public participation in sport.

2.4 The provision of recreational facilities, or the organisation of recreational activities, with the object of improving the condition of life for the persons for whom the facilities or activities are primarily intended.

These are its charitable purposes for the purposes of section 7 of the 2005 Act. For as long as the Company is entered on the Scottish Charity Register, its purposes may only be altered with the prior consent of OSCR and in accordance with any conditions attached to such consent.

### **Powers of the Company**

3. The Company has power to do anything lawful in pursuit of its charitable purposes, subject to any applicable requirement of the 2005 Act.

### **Liability of members**

4. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

4.1 Payment of the Company's debts and liabilities contracted before he ceases to be a member;

4.2 Payment of the costs, charges and expenses of winding up; and

4.3 Adjustment of the rights of the contributories among themselves.

## **Part 2 – Trustees and officers**

### **Numbers, appointment and cessation of office of Trustees**

5. There shall be at least three Trustees or such other higher minimum as the members authorise by ordinary resolution. There shall not be a maximum number unless the members authorise a maximum by ordinary resolution. The first Trustees shall be those persons appointed

as the first directors of the Company on incorporation. Subsequent appointments shall be made in accordance with the articles below.

6. A candidate for appointment as a Trustee must be an individual and aged at least 16 and not disqualified from directorship or otherwise disqualified from trusteeship under section 69 of the 2005 Act.

7. Trustees shall be appointed by ordinary resolution of the members or by resolution of the Trustees. They shall not be required to serve fixed terms or to retire by rotation.

8. A Trustee shall cease to hold office if he:

8.1 Resigns;

8.2 Dies;

8.3 Is adjudicated bankrupt;

8.4 Is disqualified from directorship or otherwise disqualified from trusteeship under section 69 of the 2005 Act.

#### **Trustees' general authority**

9. Subject to the articles and any special resolutions of the members, the Trustees have control over the Company and its funds and assets and are responsible for the management of the Company's activities, for which purpose they may exercise all the powers of the Company.

#### **Trustees may delegate**

10. Subject to the articles, the Trustees may delegate any functions and any of the powers which are conferred on them under these articles or otherwise (but not the office of Trustee) to committees provided that:

10.1 Committee members may be such persons as the Trustees wish but there must be at least two Trustees on each committee at all times;

10.2 A committee must be chaired by a Trustee;

10.3 A committee shall not have any expenditure authority unless authorised by the Trustees;

10.4 A committee must adhere to any budget set for it by the Trustees and observe any financial controls and procedures the Trustees think fit.

11. The Trustees shall authorise the terms of reference of committees and may alter them from time to time.

12. The Trustees may specify procedures for committees, otherwise the procedures for the Board shall be followed by committees.

13. Committees shall report to the Trustees in such manner as the Trustees may require.

#### **Trustees' decisions**

14. Trustees may make decisions by majority vote at a Trustees' meeting or by unanimous written resolution, copies of which have been signed by each Trustee who would have been eligible to vote on the matter at a meeting.

### **Trustees' meetings**

15. The Trustees may determine how often, when and where Trustees' meetings may be held. They may also determine the rules for the conduct of such meetings to the extent that these articles do not otherwise provide.

16. Notice of a Trustees' meeting shall be given to every Trustee in such form and with such content as the Trustees may decide.

17. The quorum for Trustees' meetings shall be two or such higher figure as the Trustees may determine.

18. A Trustee may participate in a Trustees' meeting by electronic communication provided that:

18.1 The Trustees have agreed (for a specific meeting or for meetings of the Trustees in general); and

18.2 All Trustees participating in the meeting can communicate to the others any information or opinions they have on any items of business and can vote and their vote be known and recorded; and

18.3 Any other rules for such participation made by the Trustees are observed.

### **Chairing of trustees' meetings**

19. The Chairman shall chair any meeting of the Trustees at which he is present. If he is absent the Trustees present shall determine which of them shall take the chair.

### **Chairman of the meeting – casting vote**

20. The chairman of a Trustees' meeting shall have a casting vote if voting on any matter is equal. This shall not apply if he is not eligible to count in the quorum or to vote on that matter for any reason.

### **Conflicts of interest**

21. The Trustees shall declare matters of material personal interest of which they are aware that are relevant to the business of any Trustees' meeting at or before the start of the meeting. Any interested Trustee shall be counted in the quorum and may vote unless the interest gives rise to a conflict between his personal interest and the interests of the Company, in which case he must withdraw from the discussion and any decision. In the event of any doubt as to whether a Trustee should withdraw he must do so and the chairman of the meeting shall require that he does so.

22. A Trustee shall not be regarded as having a conflict of interest solely because that Trustee is also a member of the Company or that Trustee or anyone connected to that Trustee is a beneficiary of the charitable activities of the Company. Such membership or beneficiary status shall not prevent a Trustee from taking part in any Trustees' meeting unless a matter specific to him or a person connected to him is being discussed or decided, in which case he must withdraw from the discussion and any decision. In the event of any doubt as to whether a Trustee should withdraw, he must do so and the chairman of the meeting shall require that he does so.

### **Records of decisions**

23. The Trustees shall ensure records are made of their decisions and kept for at least 10 years in accordance with the Companies Act 2006.

#### **Trustees' expenses**

24. Trustees may be paid reasonable out of pocket expenses incurred in relation to attending Trustees' meetings or otherwise performing their duties and carrying out their responsibilities.

#### **No payments to Trustees**

25. Trustees may not be remunerated or otherwise paid for being Trustees.

26. Trustees may not receive any fees, payments or other remuneration for providing any other services to the Company unless expressly permitted in these articles.

27. No Trustee may be appointed to paid employment with the Company and no employee may be appointed as a Trustee.

#### **Officers**

28. The Trustees shall appoint one of the Trustees as Chairman. The appointment may be for an annual or other fixed term or for an indefinite period. A current appointment may be ended by the Trustees and they may fill any vacancy that arises. A serving Chairman may resign from that office, whether or not he is also resigning as a Trustee but if the serving Chairman ceases to be a Trustee he shall automatically cease to hold the office of Chairman.

29. The Trustees may, but do not have to, appoint any person they think fit as Secretary and/or as Treasurer of the Company. The duties and responsibilities of anyone appointed to such offices shall be determined by the Trustees from time to time. A person appointed to such office may but does not have to be a Trustee, provided that if a Trustee is appointed he may not be remunerated in any way for holding the office.

### **Part 3 - Members**

#### **Admission of members**

30. The first members of the Company shall be the subscribers at its incorporation, who shall automatically become members as the Company is incorporated. Subsequent members shall be admitted in accordance with the following articles.

31. Any person who wishes to become a member must:

31.1 Support the charitable purposes of the Company;

31.2 Apply for membership on such application form as the Trustees may from time to time prescribe; and

31.3 Pay any admission fee or first annual subscription as may apply.

32. The Trustees, or any persons to whom they may delegate the matter, shall review and determine whether to grant membership to applicants. The decision shall be notified to the applicant as soon as reasonably practical. If the application is approved details of the successful applicant shall be entered into the Register of Members. Upon such registration the applicant becomes a member of the Company.

33. Membership is personal and cannot be transferred.



### **Cessation of membership**

34. A cessation of membership and the date and reason for cessation shall be recorded in the Register of Members in the record of the relevant former member. Membership shall cease if the member:

34.1 Resigns;

34.2 Dies or, in the case of a body or organisation, ceases to exist;

34.3 Fails to pay any applicable annual subscription by the due date.

### **Part 4 - General meetings**

#### **General meetings subject to the articles**

35. All general meetings of the members, including any Annual General Meeting, are subject to these articles.

#### **Optional Annual General Meeting**

36. The Trustees may, but do not have to, call an Annual General Meeting of the members in each calendar year. If they decide to do so the business of that meeting shall be determined by the Trustees and set out on the notice of the meeting.

#### **Attendance and speaking at general meetings**

37. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

38. A person is able to exercise the right to vote at a general meeting when:

38.1 That person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

38.2 That person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

39. The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

40. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

41. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they can exercise their rights to speak and vote at that meeting.

#### **Quorum for general meetings**

42. The quorum for general meetings is three members or ten percent (10%) of the total number of members of the Company (if that is a higher number). Only persons entitled to vote on the business of the meeting (whether they are members, proxies for members or authorised representatives of organisations that are members) shall be counted in the quorum. If within half

an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Trustees may determine.

#### **Chairing of general meetings**

43. The Chairman shall chair any General Meeting at which he is present. If he is not present within ten minutes from the time at which the meeting is due to start, the Trustees present shall decide who shall take the chair. If no Trustees are present, the members shall decide.

#### **Attendance and speaking by Trustees who are not members**

44. Trustees may attend and speak at general meetings, whether or not they are members.

#### **Adjournment**

45. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

46. The chairman of a general meeting may adjourn a general meeting at which a quorum is present if:

46.1 The meeting consents to an adjournment; or

46.2 It appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

47. The chairman of a general meeting must adjourn that meeting if directed to do so by the meeting.

48. When adjourning, the chairman of the meeting must either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees.

49. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

49.1 To the same persons to whom notice of general meetings is required to be given; and

49.2 Containing the same information which such notice is required to contain.

50. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### **Voting at general meetings**

##### **Voting – general**

51. Every member shall have one vote on any resolution, which may be exercised in person or by proxy or, for a corporate member, by its proxy or its authorised representative provided that:

51.1 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in mental health, may vote, whatever the voting method, by his committee,

receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court; and

51.2 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.

#### **Errors and disputes**

52. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

53. Any such objection must be referred to the chairman of the meeting whose decision is final.

#### **Poll votes**

54. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles. A poll on a resolution may be demanded:

54.1 In advance of the general meeting where it is to be put to the vote; or

54.2 At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

55. A poll may be demanded by:

55.1 The chairman of the meeting; or

55.2 Two or more persons having the right to vote on the resolution; or

55.3 A person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

56. A demand for a poll may be withdrawn if:

56.1 The poll has not yet been taken; and

56.2 The chairman of the meeting consents to the withdrawal.

57. Polls must be taken in such manner as the chairman of the meeting directs.

#### **Members' rights to appoint proxies**

58. A member may appoint any other person of his choice as a proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company or any adjournment of it.

59. A member who chooses to make such an appointment remains entitled to attend, speak and vote at the meeting if he decides to do so.

#### **Proxy notices – contents, delivery, revocation**

60. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

60.1 States the name and address of the member appointing the proxy;

60.2 Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

60.3 Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

60.4 Is delivered to the Company in accordance with these articles and any instructions contained in the notice of the general meeting to which the proxy notice relates.

61. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

62. Proxy notices may, but do not have to, specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

63. Unless a proxy notice indicates otherwise, it must be treated as:

63.1 Allowing the person appointed under it as a proxy discretion as to how to vote on any resolutions put to the meeting; and

63.2 Appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.

64. A proxy notice shall be delivered by such date as the Company may have specified in the notice of the meeting (provided that the date may not be more than 48 hours before the date of the meeting).

65. A proxy appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the member on whose behalf the proxy was appointed. The revocation is effective if delivered before the start of the meeting or any adjourned meeting to which it relates.

66. A proxy notice or revocation not executed by the member appointing the proxy must be accompanied by written evidence of the authority of the person who executed it to do so on behalf of the appointing member.

#### **Proxy votes**

67. A proxy may vote on any resolution on behalf of the appointing member, regardless of the voting method, and the vote shall be counted unless the member who appointed the proxy attends the meeting and votes, in which case the proxy may not vote.

#### **Amendments to resolutions**

68. No amendment may be made to any resolution (ordinary or special) except if the amendment is:

68.1 Necessary to correct a grammatical or other non-substantive error, and

68.2 Proposed by the chairman of the meeting; and

68.3 Approved by ordinary resolution at the meeting.

#### **Written resolutions of members**

69. Written resolutions of members may be passed in accordance with the provisions of the Companies Act 2006.

#### **Records of meetings and resolutions**

70. Records of general meetings and of all resolutions of the members, whether passed at meetings or as written resolutions, shall be made and kept for at least ten years in accordance with the applicable provisions of the Companies Act 2006.

#### **Part 5 - Administrative arrangements**

##### **Annual returns, accounts and reports**

71. The Company shall make a company annual return to the Registrar of Companies each year as required by the Companies Acts and applicable associated regulations.

72. The Company shall make a charity annual return to the OSCR each year as required by the 2005 Act and applicable associated regulations.

73. The Company shall keep day to day accounting records as required for a charitable company by the Companies Act 2006, the 2005 Act and applicable associated regulations.

74. Auditors or independent examiners must be appointed and the annual accounts audited or independently examined if required by applicable provisions of the Companies Act 2006, the 2005 Act and relevant associated regulations.

75. Annual accounts and reports shall be prepared, approved by the Trustees and, if required to be by law, the annual accounts shall be audited or independently examined.

76. Copies of the annual accounts and reports shall be circulated to the members of the Company and any other persons entitled to receive copies under the provisions of the Companies Act 2006.

77. The annual accounts and reports shall be filed with both the Registrar of Companies and OSCR within nine months of the end of the financial year.

##### **Restrictions on application of property**

78. The Company shall not apply any of its property (on being wound up or at any other time) for purposes which are not charitable in accordance with section 7 of the 2005 Act. The provisions of this article shall take precedence over any other provisions of these articles.

79. In the event of any winding up or other dissolution of the Company, any funds and assets remaining after satisfaction of its debts and liabilities and the costs of any winding up or other dissolution:

79.1 May not be paid or distributed to the members of the Company; and

79.2 Must be transferred to any one or more charities that:

79.2.1 Have similar charitable purposes to the Company and which are charitable in accordance with section 7 of the 2005 Act;

79.2.2 Have restrictions on the application of their property at least equivalent to the restrictions applicable in these Articles.

### **Means of communication to be used**

80. Subject to the provisions of these articles, anything sent or supplied by or to the Company under these articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

81. Subject to the provisions of these articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

82. A Trustee may agree with the Company that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **Company seal**

83. The Trustees shall decide whether the Company adopts a seal. If it does adopt a seal it may only be used by the authority of the Trustees. Unless otherwise decided by the Trustees, when such a seal is affixed to a document, the document must also be signed by at least two authorised persons in the presence of a witness who attests the signature. For the purposes of this article, an authorised person is:

83.1 Any Trustee of the Company; or

83.2 The Secretary of the Company (if any); or

83.3 Any person authorised by the Trustees for the purpose of signing either a specific document, or documents in general, to which the seal is applied.

### **No right to inspect accounts and other records**

84. Except as provided by law or authorised by the trustees or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

### **Trustees' indemnity and insurance**

#### **Indemnity**

85. Subject to the next following article, a relevant Trustee of the Company or an associated company may be indemnified out of the company's assets against:

85.1 Any liability incurred by that Trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;

85.2 Any liability incurred by that Trustee in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);

85.3 Any other liability incurred by that Trustee as an officer of the Company or an associated company.

86. These articles do not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law.

87. For the purposes of articles 85 to 87 (inclusive):

87.1 Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

87.2 A "relevant Trustee" means any Trustee or former Trustee of the Company or an associated company.

#### **Insurance**

88. The Trustees may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Trustee in respect of any relevant loss. In this article:

88.1 A "relevant Trustee" means any Trustee or former Trustee of the company or an associated company;

88.2 A "relevant loss" means any loss or liability which has been or may be incurred by a relevant Trustee in connection with that Trustee's duties or powers in relation to the Company, any associated company or any pension fund of the Company or associated company; and

88.3 Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

#### **Rules and byelaws**

89. Any rules or byelaws must be in accordance with any provisions of the Companies Act 2006 applicable to the Company and shall be supplementary but subsidiary to the provisions of these articles. Any compulsory requirements of that Act and the provisions of these articles shall always take precedence over any provision in any rules or byelaws that in any way conflicts or is inconsistent with those requirements or provisions.

90. Subject to the preceding article, the Trustees may make such rules and byelaws to deal with any matters they consider appropriate in relation to the Company. Any rules or byelaws of the Company and any alterations or revocations of them shall be notified to the members by such means as the Trustees decide. All Trustees and all members of the Company shall be bound by and observe the provisions and requirements of any such rules or byelaws as are in force from time to time.

91. Without prejudice to the generality of the Trustees' powers under the preceding article, any rules or byelaws may deal with all or any of these matters:

91.1 Membership admission fees and annual membership subscriptions (if there are any) and the terms of payment and due dates for payment, as well as the procedures in the event of non-payment;

91.2 Procedures relating to Trustees' meetings, meetings of committees and general meetings of the members of the Company;

91.3 The rights and responsibilities of members and their conduct, to the extent that those are not dealt with in these articles, provided that:

91.3.1 No differences between classes of members in relation to rights to attend, vote and speak at general meetings may be made other than by provisions in the articles;

91.3.2 The limited liability of members and their guarantee to contribute to the assets of the Company in the event of its being wound up shall be as set out in these articles and cannot be altered or varied by any rule or byelaw.

92. Any rules or byelaws may be altered or revoked by decision of the Trustees or by ordinary resolution at a general meeting of the Company.