



**FILE COPY**

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

Company Number **10912643**

The Registrar of Companies for England and Wales, hereby certifies that

**MILL BAY HOMES LIMITED**

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

Given at Companies House on **11th August 2017**



**\*N10912643D\***



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

# IN01

## Application to register a company

320815/40  
Oyez

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. To  
do this, please use form LL IN01. Do  
not use this form if any individual person  
with significant control is applying  
or has applied for protection from  
having their details disclosed on the  
public register. Contact enquiries@  
companieshouse.gov.uk to get a  
separate form.

FRIDAY

RC2

\*R6CM0BRF\*  
11/08/2017 #42  
COMPANIES HOUSE

### Part 1 Company details

A1

#### Company name

Check if a company name is available by using our name availability search:

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below.

Proposed company  
name in full 1

MILL BAY HOMES LIMITED

For official use

1 0 9 1 2 6 4 3

#### Filling in this form

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

#### 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 on this is available in  
our guidance at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A2

#### Company name restrictions 2

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 our  
guidance at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A3

#### Exemption from name ending with 'Limited' or 'Cyfyngedig' 3

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 or private  
companies that are charities are  
eligible to apply for this. For more  
details, please go to our website  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

# IN01

## Application to register a company

**A4**

### Company type <sup>1</sup>

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

#### **1 Company type**

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

**A5**

### Principal business activity

Please show the trade classification code number(s) for the principal activity or activities <sup>2</sup>

Classification code 1	4	1	1	0	0
Classification code 2	4	1	2	0	2
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description


#### **2 Principal business activity**

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A6**

### Situation of registered office <sup>3</sup>

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

#### **3 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

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Application to register a company

**A7****Registered office address <sup>1</sup>**

	Please give the registered office address of your company.									
Building name/number	Meyler House									
Street	St Thomas Green									
Post town	Haverfordwest									
County/Region	Dyfed									
Postcode	S	A	6	1		1	Q	P		

**<sup>1</sup> Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A6.

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

**A8****Articles of association <sup>2</sup>**

	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 <b>one</b> box <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> 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 <b>one</b> box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company									
Option 3	<input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application									

**<sup>2</sup>** For details of which company type can adopt which model articles, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles

**A9****Restricted company articles <sup>3</sup>**

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

☐
**<sup>3</sup> Restricted company articles**

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

# IN01

Application to register a company

## 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 <sup>1</sup>

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C4.

Title\*

Full forename(s)

Surname

Former name(s) <sup>2</sup>

#### <sup>1</sup> Corporate appointments

For corporate secretary appointments, please complete Sections C1-C4 instead of Section B.

#### Additional appointments

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

#### <sup>2</sup> Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

### B2

### Secretary's service address <sup>3</sup>

Building name/number

Street

Post town

County/Region

Postcode

Country

#### <sup>3</sup> 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.

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Application to register a company

**Corporate secretary****C1****Corporate secretary appointments <sup>1</sup>**

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

Country

**<sup>1</sup> Additional appointments**

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

**Registered or principal address**

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

**C2****Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete **Section C3** only
- No Complete **Section C4** only

**C3****EEA companies <sup>2</sup>**

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 <sup>3</sup>

Registration number

**<sup>2</sup> EEA**A full list of countries of the EEA can be found in our guidance, [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**<sup>3</sup>** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

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 <sup>4</sup>

Registration number

**<sup>4</sup> Non-EEA**

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

# IN01

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-E4.**

Title*	Mr.
Full forename(s)	Nigel Charles
Surname	SINNETT
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	WALES
Nationality	BRITISH
Month/year of birth <sup>4</sup>	<div><div></div><div></div><div>m</div><div>1</div><div>y</div><div>1</div><div>y</div><div>9</div><div>y</div><div>5</div><div>y</div><div>5</div></div>
Business occupation (if any) <sup>5</sup>	CHARTERED SURVEYOR

#### **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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### **3 Country/State of residence**

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

#### **4 Month and year of birth**

Please provide month and year only.

#### **5 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>6</sup>

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

#### **6 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.

IN01

Application to register a company

## Director

**D1****Director appointments 1**

Please use this section to list all the director appointments taken on formation.

**For a corporate director, complete Sections E1-E4.**

Title*	Mr.
Full forename(s)	Adrian John Selby
Surname	WILLIAMS
Former name(s) 2	
Country/State of residence 3	WALES
Nationality	BANSH
Month/year of birth 4	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>
Business occupation (if any) 5	GROUP FINANCE DIRECTOR

**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 (including maiden or married names) which have been used for business purposes in the last 20 years

**3 Country/State of residence**

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

**4 Month and year of birth**

Please provide month and year only

**5 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 6**

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**6 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



IN01

Application to register a company

## Corporate director

**E1****Corporate director appointments <sup>1</sup>**

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

Country

**<sup>1</sup> Additional appointments**

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

**Registered or principal address**

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

**E2****Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

- **Yes** Complete **Section E3 only**
- **No** Complete **Section E4 only**

**E3****EEA companies <sup>2</sup>**

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 <sup>3</sup>

Registration number

**<sup>2</sup> EEA**

A full list of countries of the EEA can be found in our guidance [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**<sup>3</sup>** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

**E4****Non-EEA companies**

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 <sup>4</sup>If applicable, the  
registration number**<sup>4</sup> Non-EEA**

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

# IN01 - continuation page

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-E4.

Title*	Mr.												
Full forename(s)	Nicholas John												
Surname	Hampshire												
Former name(s) <sup>2</sup>													
Country/State of residence <sup>3</sup>	WALES												
Nationality	BRITISH												
Month/year of birth <sup>4</sup>	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <table border="1"> <tr> <td>m</td> <td>1</td> <td>m</td> <td>2</td> <td>y</td> <td>1</td> <td>y</td> <td>9</td> <td>y</td> <td>6</td> <td>y</td> <td>5</td> </tr> </table>	m	1	m	2	y	1	y	9	y	6	y	5
m	1	m	2	y	1	y	9	y	6	y	5		
Business occupation (if any) <sup>5</sup>	GROUP CHIEF EXECUTIVE												

#### 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### 3 Country/State of residence

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

#### 4 Month and year of birth

Please provide month and year only.

#### 5 Business occupation

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

**D2**

### Director's service address <sup>6</sup>

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

#### 6 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.

Director

D1

Director appointments 1

Please use this section to list all the director appointments taken on formation.  
For a corporate director, complete Sections E1-E4.

Title*	Mr .																				
Full forename(s)	Ronald George																				
Surname	Butler																				
Former name(s) 2																					
Country/State of residence 3	WALES																				
Nationality	BRITISH																				
Month/year of birth 4	<table><tr><td>0</td><td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td></tr><tr><td>0</td><td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td></tr></table>	0	1	2	3	4	5	6	7	8	9	0	1	2	3	4	5	6	7	8	9
0	1	2	3	4	5	6	7	8	9												
0	1	2	3	4	5	6	7	8	9												
Business occupation (if any) 5	Retired Chartered Quantity Surveyor																				

- 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 (including maiden or married names) which have been used for business purposes in the last 20 years.
- 3 Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.
- 4 Month and year of birth**  
Please provide month and year only.
- 5 Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank

D2

Director's service address 6

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office																				
Street																					
Post town																					
County/Region																					
Postcode	<table><tr><td>0</td><td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td></tr><tr><td>0</td><td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td></tr></table>	0	1	2	3	4	5	6	7	8	9	0	1	2	3	4	5	6	7	8	9
0	1	2	3	4	5	6	7	8	9												
0	1	2	3	4	5	6	7	8	9												
Country																					

- 6 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

# IN01 - continuation page

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-E4.**

Title*	Mr .						
Full forename(s)	Michael						
Surname	WESTERMAN						
Former name(s) <sup>2</sup>							
Country/State of residence <sup>3</sup>	WALES						
Nationality	BRITISH						
Month/year of birth <sup>4</sup>	<table><tr><td>0</td><td>4</td><td>1</td><td>9</td><td>5</td><td>0</td></tr></table>	0	4	1	9	5	0
0	4	1	9	5	0		
Business occupation (if any) <sup>5</sup>	Fundraising and Marketing Consultant						

**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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**3 Country/State of residence**

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

**4 Month and year of birth**

Please provide month and year only.

**5 Business occupation**

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

**D2****Director's service address <sup>6</sup>**

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**6 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.

# IN01 - continuation page

Application to register a company



## Corporate director

<b>E1</b>	<b>Corporate director appointments <sup>1</sup></b>	
Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm		<b><sup>1</sup> 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
Building name/number		
Street		
Post town		
County/Region		
Postcode		
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</b> only ► No Complete <b>Section E4</b> only		

<b>E3</b>	<b>EEA companies <sup>2</sup></b>	
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 <sup>3</sup>		<b><sup>2</sup> EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b><sup>3</sup></b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		

<b>E4</b>	<b>Non-EEA companies</b>	
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		<b><sup>4</sup> 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.
Governing law		
If applicable, where the company/firm is registered <sup>4</sup>		
If applicable, the registration number		

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Application to register a company

**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****Statement of capital**

Complete the table(s) below to show the share capital.

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

**Continuation pages**

Please use a continuation page if necessary

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount to be unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

**Currency table A**

POUND STERLING	ORDINARY	1	1.00	
<b>Totals</b>		1	1	0.00

**Currency table B**

<b>Totals</b>				

**Currency table C**

<b>Totals</b>				

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value <sup>1</sup>	Total aggregate amount unpaid <sup>1</sup>
1	1.00	0.00

<sup>1</sup> Please list total aggregate values in different currencies separately  
For example: £100 + €100 + \$10 etc

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Application to register a company

**F2****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 **Section F1**.

Class of share

ORDINARY

Prescribed particulars

1

A. Each Ordinary Share carries the right to one vote on a poll or show of hands.

B. Each Ordinary Share participates equally in all distributions as regards dividends.

C. Each Ordinary Share participates equally in all distributions as regards capital (including on a winding up).

D. The Ordinary Shares are not redeemable.

**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.

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

# IN01

## Application to register a company

Class of share		
Prescribed particulars 1		<p><b>1 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</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>



# IN01

Application to register a company

**F3**

## 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) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name PEMBROKESHIRE HOUSING ASSOCIATION LIMITED	ORDINARY	1	£	1	NIL	£1.00
Address Meyler House, St. Thomas Green HAVERFORDWEST Dyfed SA61 1QP						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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

Is your company limited by guarantee?

- **Yes** Complete the sections below
- **No** Go to **Part 5** People with significant control (PSC).

**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.

**4 Class of members**

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary

**Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3**Class of member  
(if applicable) **4****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3**Class of member  
(if applicable) **4**

# IN01

## Application to register a company

### Subscriber's details

Forename(s) <sup>1</sup>	
Surname <sup>1</sup>	
Address <sup>2</sup>	
Postcode	
Amount guaranteed <sup>3</sup>	
Class of member (if applicable) <sup>4</sup>	

### Subscriber's details

Forename(s) <sup>1</sup>	
Surname <sup>1</sup>	
Address <sup>2</sup>	
Postcode	
Amount guaranteed <sup>3</sup>	
Class of member (if applicable) <sup>4</sup>	

### Subscriber's details

Forename(s) <sup>1</sup>	
Surname <sup>1</sup>	
Address <sup>2</sup>	
Postcode	
Amount guaranteed <sup>3</sup>	
Class of member (if applicable) <sup>4</sup>	

### Subscriber's details

Forename(s) <sup>1</sup>	
Surname <sup>1</sup>	
Address <sup>2</sup>	
Postcode	
Amount guaranteed <sup>3</sup>	
Class of member (if applicable) <sup>4</sup>	

#### 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.

#### 4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

**Part 5****People with significant control (PSC)**

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

If on incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

**H1****Statement of initial significant control <sup>1</sup>**

- ☐ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

**<sup>1</sup> Statement of initial significant control**

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in Sections H, I & J

Please use the PSC continuation pages if necessary

**H2****Statement of no PSC**

(Please tick the statement below if appropriate)

- ☒ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

# IN01

Application to register a company

## Individual PSC

**H3**

### Individual's details

Use Sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

**1 Country/State of residence**

This is in respect of the usual residential address as stated in Section H6

**2 Month and year of birth**

Please provide month and year only

Title\*

Full forename(s)

Surname

Country/State of residence <sup>1</sup>

Nationality

Month/year of birth <sup>2</sup>

		m	m	y	y	y	y
--	--	---	---	---	---	---	---

**H4**

### Individual's service address <sup>3</sup>

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.

**3 Service address**

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

If you provide the individual's residential address here it will appear on the public record

Building name/number

Street

Post town

County/Region

Postcode

Country

# IN01

## Application to register a company

H7

### Nature of control for an individual <sup>1</sup>

Please indicate how the individual is a person with significant control over the company

#### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

<sup>1</sup> Tick each that apply.

H8

### Nature of control by a firm over which the individual has significant control <sup>1</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>1</sup> Tick each that apply.

H9

**Nature of control by a trust over which the individual has significant control**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

1 Tick each that apply.

# IN01

Application to register a company

## Individual PSC

**H3**

### Individual's details

Use Sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

**1 Country/State of residence**

This is in respect of the usual residential address as stated in Section H6

**2 Month and year of birth**

Please provide month and year only

Title\*

Full forename(s)

Surname

Country/State of residence <sup>1</sup>

Nationality

Month/year of birth <sup>2</sup>

m

m

y

y

y

y

**H4**

### Individual's service address <sup>3</sup>

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6

**3 Service address**

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

If you provide the individual's residential address here it will appear on the public record

Building name/number

Street

Post town

County/Region

Postcode

Country



# IN01

Application to register a company

H7

## Nature of control for an individual

Please indicate how the individual is a person with significant control over the company

### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

1 Tick each that apply.

H8

## Nature of control by a firm over which the individual has significant control

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

1 Tick each that apply.

H9

**Nature of control by a trust over which the individual has significant control <sup>1</sup>**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>1</sup> Tick each that apply.

# IN01

Application to register a company

## Relevant legal entity (RLE)

11 RLE details <sup>1</sup>	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**<sup>1</sup> Registered or principal office address**  
This is the address that will appear on the public record.

12 Legal form and governing law	
Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	
Legal form	
Governing law	
If applicable, register in which RLE is entered <sup>2</sup>	
Country/State <sup>2</sup>	
Registration number <sup>2</sup>	

**<sup>2</sup> Registration number**  
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register

13

**Nature of control for the RLE <sup>1</sup>**

Please indicate how the RLE has significant control over the company

**<sup>1</sup> Tick each that apply.****Ownership of shares**

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of voting rights**

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of right to appoint/remove directors**

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

**Significant influence or control (only tick if none of the above apply)**

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

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**Nature of control by a firm over which the RLE has significant control <sup>1</sup>**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

**<sup>1</sup> Tick each that apply.**

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

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Application to register a company

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## Nature of control by a trust over which the RLE has significant control <sup>1</sup>

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>1</sup> Tick each that apply.

# IN01

Application to register a company

## Other registrable person (ORP)

**J1**

### ORP details

An 'other registrable person' is.

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

**J2**

### Principal office address

Building name/number

Street

Post town

County/Region

Postcode

Country

#### Principal office address

This is the address that will appear on the public record

**J3**

### Legal form and governing law

Legal form

Governing law

# IN01

## Application to register a company

**J4**

### Nature of control <sup>1</sup>

Please show how the ORP has significant control over the company

<sup>1</sup> Tick each that apply.

#### Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

**J5**

### Nature of control by a firm over which the ORP has significant control <sup>1</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

<sup>1</sup> Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

**Nature of control by a trust over which the ORP has significant control <sup>1</sup>**

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>1</sup> Tick each that apply.



IN01

Application to register a company

**Part 6**

**Election to keep information on the public register (if applicable)**

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

**K1**

**Election to keep secretaries' register information on the public register <sup>1</sup>**

☐ All subscribers elect to keep secretaries' register information on the public register

<sup>1</sup> Only applies if the proposed company will have a secretary

**K2**

**Election to keep directors' register information on the public register**

**IMPORTANT:**  
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record <sup>2</sup>

☐ All subscribers elect to keep directors' register information on the public register

<sup>2</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record

**K3**

**Election to keep directors' usual residential address (URA) register information on the public register**

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

**K4**

**Election to keep members' register information on the public register**

**IMPORTANT:**  
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ All company will be a single member company (Tick if applicable)

**K5**

**Election to keep PSC register information on the public register**

**IMPORTANT:**  
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record <sup>3</sup>

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person <sup>4</sup> within the notice period before making the election.

<sup>3</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record.

**<sup>4</sup> Eligible person**

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

**Part 7 Consent to act****L1 Consent statement**

Please tick the box to confirm consent.

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

**Part 8 Statement about individual PSC particulars****M1 Particulars of an individual PSC <sup>1</sup>**

Please tick the box to confirm

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

<sup>1</sup> Only tick this if you have completed details of one or more individual PSCs in Sections H3-H9

**Part 9 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 N1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section N2** (Statement of compliance delivered by an agent)

**N1 Statement of compliance delivered by the subscribers <sup>2</sup>**

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

**<sup>2</sup> 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

**Continuation pages**

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

IN01

Application to register a company

N2

## 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	Devonshires Solicitors LLP (NADINE DIGRI ASSA)
Building name/number	30 Finsbury Circus
Street	London
Post town	
County/Region	
Postcode	E C 2 M 7 D T
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	<div>Signature X N. Digri X</div>

**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  
NAO/JXJ

Company name  
Devonshires Solicitors LLP

Address  
30 Finsbury Circus

London

Post town

County/Region

Postcode  
E C 2 M 7 D T

Country

DX  
DX 33856 Finsbury Square

Telephone  
020 7628 7576

**Certificate**

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A7)  
☐ At the agent's address (Given in Section N2).

**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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

**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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**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 or 790ZF exemption**

If you are applying for, or have been granted a section 243 or 790ZF 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

Form Z



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Canary Wharf  
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Fax: +44 (0)20 7066 1099  
[www.fca.org.uk](http://www.fca.org.uk)

## **CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014**

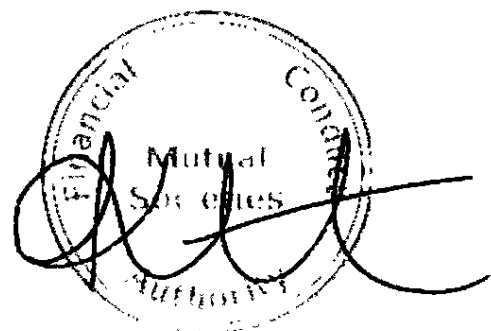
### *Acknowledgement of Registration of copy of Special Resolution*

Name of Society: **Mill Bay Homes Limited**

Register No. **28837 R**

The copy of the special resolution appended hereto is this day registered under the Co-operative and Community Benefit Societies Act 2014.

Date: **11 August 2017**



*The Companies Act 2006*

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**PRIVATE COMPANY HAVING A SHARE CAPITAL**

---

**MEMORANDUM OF ASSOCIATION**

*of*

**MILL BAY HOMES LIMITED**

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 Subscriber**

**Authentication by each subscriber**

PEMBROKESHIRE HOUSING  
ASSOCIATION LIMITED



**Date:** 03/07/17

**MILL BAY HOMES LIMITED**

**(THE "SOCIETY")**

**In accordance with sections 112 and 113 of the Co-operative and Community Benefit Societies Act 2014 (the "Act"):**

On 9 June 2017 at a special general meeting of the Society, attendance at which fulfilled the quorum requirements specified in the Act and of which notice specifying the intention to propose the resolution had been duly given in accordance with the Society's rules, the special resolution set out below (the **Special Resolution**) was passed by a majority of not less than three-quarters of the members of the Society for the time being entitled to vote as voted in person or by proxy.

On 29 June 2017, at a subsequent quorate special general meeting of the Association of which notice specifying the intention to propose the resolution had been duly given in accordance with the Act, the Minutes of the preceding special general meeting held on 9 June 2017 were approved and the Special Resolution was confirmed by a majority of the members of the Association for the time being entitled to vote as voted in person or by proxy.

**Special Resolution**

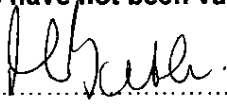
The Society **resolved that:**

- a. pursuant to sections 112 and 113 of the Co-operative and Community Benefit Societies Act 2014 (the **Act**) the Society be converted from a society for the benefit of the community registered pursuant to the Act to a company limited by shares (the **Company**) registered under the Companies Act 2006 (the **Conversion**);
- b. the Company be called **MILL BAY HOMES LIMITED**;
- c. the Company be registered in England and Wales;
- d. the Company have as its constitution the memorandum and articles of association in the form of the document produced to this meeting and annexed to this resolution, marked "Document A" for the purposes of identification;
- e. the following persons:
  - Michael Westerman
  - Ronald Butler
  - Nick Hampshire
  - Adrian Williams
  - Nigel Sinnett

having confirmed to the meeting their ability and willingness to act, be the directors of the Company upon Conversion and that they each hereby be authorised to act on behalf of the Society and to execute such documents and do such things as they may consider desirable and necessary to effect the Conversion;

- f. PEMBROKESHIRE HOUSING ASSOCIATION LIMITED, a shareholder of the Society be the subscriber to the Company and is hereby authorised to sign its memorandum of association; and
- g. the nominal one pound share held by each shareholder of the Society on the date of the Conversion shall be cancelled and the subscriber to the Company shall be issued with a certificate for one share in the Company with a nominal value of £1.00 and entered as shareholder of the Company in the Company's statutory registers.

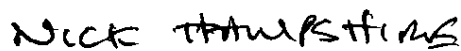
We hereby certify that this is complete, accurate and up to date reproduction of the resolutions passed at the duly convened general meeting, and that the aforementioned resolutions have not been varied or rescinded in any way.



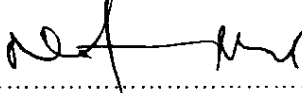
CHAIR OF MILL BAY HOMES LIMITED

Name R. G. Butler

Date 29 June 2017



SECRETARY OF MILL BAY HOMES LIMITED

Name 

Date 29th June 2017



**The Companies Acts**

**Private Company Limited by Shares**

**Articles of Association**

**of**

**Mill Bay Homes Limited**

**Adopted on its conversion to a company limited by shares on**

**2017**



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London EC2M 7DT

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**THE COMPANIES ACT 2006**  
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**OF**  
**MILL BAY HOMES LIMITED**  
**(the "Company")**  
**(Adopted on DATE)**

**PART 1**

**INTERPRETATION AND LIMITATION OF LIABILITY**

**1 Defined terms**

1.1 In the Articles, unless the context requires otherwise—

**"Articles"** means the Company's articles of association;

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

**"Chairman"** has the meaning given in article 13;

**"Chairman of the meeting"** has the meaning given in article 42;

**"Conflict"** means a situation in which a Director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company;

**"Companies Acts"** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

**"Director"** means a director of the Company, and includes any person occupying the position of director, by whatever name called;

**"Distribution Recipient"** has the meaning given in article 34;

**"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;

**"Eligible Director"** means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding any Director whose vote is not to be counted in respect of the particular matter);

**"Fully Paid"** in relation to a Share, means that the nominal value and any premium to be Paid to the Company in respect of that Share have been Paid to the Company;

**"Group"** means the Company, any Subsidiary or any holding company of the Company from time to time, and any Subsidiary from time to time of a holding company and member of the Group shall mean any of them;

**"Hard Copy Form"** has the meaning given in section 1168 of the Companies Act 2006;

**"Holder"** in relation to Shares means the person whose name is entered in the register of shareholders as the Holder of the Shares;

**"Instrument"** means a Document in Hard Copy Form;

**"Ordinary Resolution"** has the meaning given in section 282 of the Companies Act 2006;

**"Paid"** means Paid or credited as Paid;

**"Parent"** means Pembrokeeshire Housing Association Limited (or such other name as it may be known from time to time) a registered society for the benefit of the community (FCA No.: 23308R), or its successor in title from time to time;

**"Participate"**, in relation to a Directors' meeting, has the meaning given in article 11 and "Participating" shall be construed accordingly;

**"Proxy Notice"** has the meaning given in article 48;

**"Shareholder"** means a person who is the Holder of a Share;

**"Shares"** means Shares in the Company;

**"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;

**"Transmittee"** means a person entitled to a Share by reason of the death or Bankruptcy of a Shareholder or otherwise by operation of law; 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 The relevant model articles (as defined in section 20 of the Companies Act 2006) are excluded.

1.3 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.

1.4 Except where the contrary is stated or the context otherwise requires, any reference in the Articles to a statute provision includes any order, regulation, instrument or other subordinate legislation made under it for the time being in force, and any reference to a statute, statutory provision, order, regulation, instrument, or other subordinate legislation includes any amendment, extension, consolidation, re-enactment or replacement of it for the time being in force.

1.5 Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine and neuter gender. Words importing persons include corporations.

## **2 Liability of shareholders**

The liability of the shareholders is limited to the amount, if any, unpaid on the Shares held by them.

## PART 2

### DIRECTORS

#### DIRECTORS' POWERS AND RESPONSIBILITIES

##### **3 Directors' general authority**

- 3.1 Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

##### **4 Composition of the Board**

- 4.1 The Board shall consist of up to six Directors.

##### **5 Shareholders' reserve power**

- 5.1 The Shareholders may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.
- 5.2 No such Special Resolution invalidates anything which the Directors have done before the passing of the Special Resolution.

##### **6 Directors may delegate**

- 6.1 Subject to the Articles, and the prior written consent of the Parent the Directors may delegate any of the powers which are conferred on them under the Articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

- 6.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 6.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions, at any time.

##### **7 Committees**

- 7.1 *Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.*

- 7.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

## DECISION-MAKING BY DIRECTORS

### **8 Directors to take decisions collectively**

- 8.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.1.

8.2 If—

- (a) the Company only has one Director, and
- (b) *no provision of the Articles requires it to have more than one Director,*

the general rule does not apply, and the Director may take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making.

### **9 Directors' Written Resolutions**

- 9.1 A written resolution received by all the Directors entitled to receive notice of a Board Meeting and signed or approved by at least three-quarters of them (provided they would comprise a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.

### **10 Calling a Directors' meeting**

- 10.1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Company secretary (if any) to give such notice.

10.2 Notice of any Directors' meeting must indicate—

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that Directors Participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 10.3 Notice of a Directors' meeting must be given to each Director, but need not be in Writing.

- 10.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not later than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.



## **11 Participation in Directors' meetings**

11.1 *Subject to the Articles, Directors Participate in a Directors' meeting, or part of a Directors' meeting, when—*

- (a) the meeting has been called and takes place in accordance with the Articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether Directors are Participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

11.3 If all the Directors Participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **12 Quorum for Directors' meetings**

12.1 At a Directors' meeting, unless a quorum is Participating, no proposal is to be voted on, except a proposal to call another meeting.

12.2 The quorum for Directors' meetings shall be four. If a majority of the Directors are Parental appointees, then at least two such appointees must be present to form a quorum.

12.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to call a general meeting so as to enable the Shareholders to appoint further Directors.

## **13 Chairing of Directors' meetings**

13.1 The Directors may appoint a Director to chair their meetings.

13.2 The person so appointed for the time being is known as the Chairman.

13.3 The Directors may terminate the Chairman's appointment at any time.

13.4 If the Chairman is not Participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

## **14 Casting vote**

14.1 If the numbers of votes for and against a proposal are equal, the Chairman shall have a casting vote.

## **15 Transactions or other arrangements with the Company**

15.1 Subject to section 177(5) and (6) and section 182(5) and (6) of the Companies Act 2006, and provided the relevant Director has declared the nature and extent of his interest in accordance with the requirements of the Companies Act 2006, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise directly or indirectly interested;
- (b) shall be an *Eligible Director* for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
- (c) shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or Participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
- (d) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;
- (e) may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- (f) shall not, save as may otherwise be agreed, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Companies Act 2006)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit, nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006.

15.2 The provisions of article 15.1 are subject, where applicable, to any terms and conditions imposed by the Directors by virtue of (or pursuant to) the provisions of article 16.3.

## **16 Directors' conflicts of interest**

16.1 The Directors may, in accordance with the provisions in this article 16, authorise any Conflict brought to their attention by any Director which would, if not authorised, involve a Director (an **Interested** Director) breaching his duty under section 175 of the Companies Act 2006 to avoid a conflict of interest arising.

16.2 Any authorisation under this article 16 will be effective only if:

- (a) to the extent permitted by the Companies Act 2006, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
- (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
- (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

- 16.3 Any authorisation of a Conflict under this article 16 may (whether at the time of giving the authorisation or subsequently) impose on the Interested Director such conditions or limitations, or be granted subject to such terms, as the Directors may think fit for the purposes of dealing with the Conflict and the Interested Director will be obliged to conduct himself in accordance with any such terms and conditions.
- 16.4 The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, before such revocation or variation, in accordance with the terms of such authorisation.
- 16.5 A Director, notwithstanding his office, may be a Director or other officer of, employed by, or otherwise interested (including by the holding of Shares) in the Parent or any other member of the Group and no further authorisation under article 16.1 shall be necessary in respect of any such interest.
- 16.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit that he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors in accordance with these Articles, by the Company or by these Articles (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

## **17 Records of decisions to be kept**

- 17.1 The Directors must ensure that the Company keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

## **18 Directors' discretion to make further rules**

- 18.1 Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

# **APPOINTMENT OF DIRECTORS**

## **19 Methods of appointing Directors**

- 19.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director—
- (a) by a decision of the Parent,
  - (b) by Ordinary Resolution, or
  - (c) by a decision of the Directors.

- 19.2 In any case where, as a result of death, the Company has no Shareholders and no Directors, the personal representatives of the last Shareholder to have died have the right, by notice in Writing, to appoint a person to be a Director.
- 19.3 For the purposes of 19.2, where 2 or more Shareholders die in circumstances rendering it uncertain who was the last to die, a younger Shareholder is deemed to have survived an older Shareholder.
- 19.4 The Parent shall have the right, at any time to appoint, remove and replace any or all of the Directors by notice in Writing to the Company.

## **20 Termination of Director's appointment**

- 20.1 A person ceases to be a Director as soon as—
- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
  - (b) a Bankruptcy order is made against that person;
  - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
  - (e) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
  - (f) where a notice is served by the Parent pursuant to article 19.4, upon receipt of such notice.

## **21 Terms of office**

- 21.1 Each Director appointed or elected under Article 19 shall be appointed or elected for a fixed term of office (each a "**fixed term**") The fixed term shall be for a term up to three years. No fixed term shall be set which would cause any Director to serve more than nine consecutive years.
- 21.2 A Director shall cease to hold office on completion of nine years' continuous service on the Board. Any Director ceasing to hold office under this Article 21.2 shall not be eligible for re-appointment to the Board for at least one year after completion of such service.

## **22 Directors' remuneration**

- 22.1 Directors may undertake any services for the Company that the Directors decide.
- 22.2 Directors are entitled to such remuneration as the Directors determine and has been agreed by the Parent—
- (a) for their services to the Company as Directors, and
  - (b) for any other service which they undertake for the Company.

22.3 Subject to the Articles, a Director's remuneration may—

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.

22.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

22.5 *Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.*

## **23 Directors' expenses**

23.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at—

- (a) meetings of Directors or committees of Directors,
- (b) general meetings, or
- (c) separate meetings of the holders of any class of Shares or of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## PART 3

### SHARES AND DISTRIBUTIONS

#### SHARES

##### **24 All Shares to be Fully Paid up**

- 24.1 No Share is to be issued for less than the aggregate of its nominal value and any premium to be Paid to the Company in consideration for its issue.
- 24.2 This does not apply to Shares taken on the formation of the Company by the subscribers to the Company's memorandum.

##### **25 Powers to issue different classes of Share**

- 25.1 Subject to the Articles, but without prejudice to the rights attached to any existing Share, the Company may issue Shares with such rights or restrictions as may be determined by Ordinary Resolution.
- 25.2 The Company may issue Shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the Holder, and the Directors may determine the terms, conditions and manner of redemption of any such Shares.

##### **26 Company not bound by less than absolute interests**

Except as required by law, no person is to be recognised by the Company as holding any Share upon any trust, and except as otherwise required by law or the Articles, the Company is not in any way to be bound by or recognise any interest in a Share other than the Holder's absolute ownership of it and all the rights attaching to it.

##### **27 Share certificates**

- 27.1 The Company must issue each Shareholder, free of charge, with one or more certificates in respect of the Shares which that Shareholder holds.
- 27.2 Every certificate must specify—
- (a) in respect of how many Shares, of what class, it is issued;
  - (b) the nominal value of those Shares;
  - (c) that the Shares are Fully Paid; and
  - (d) any distinguishing numbers assigned to them.
- 27.3 No certificate may be issued in respect of Shares of more than one class.
- 27.4 If more than one person holds a Share, only one certificate may be issued in respect of it.
- 27.5 Certificates must—
- (a) have affixed to them the Company's common seal, or

(b) be otherwise executed in accordance with the Companies Acts.

## **28 Replacement Share certificates**

28.1 If a certificate issued in respect of a Shareholder's Shares is—

- (a) damaged or defaced, or
- (b) said to be lost, stolen or destroyed, that Shareholder is entitled to be issued with a replacement certificate in respect of the same Shares.

28.2 A Shareholder exercising the right to be issued with such a replacement certificate—

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
- (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced; and
- (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide.

## **29 Share transfers**

29.1 Shares may be transferred by means of an Instrument of transfer in any usual form or any other form approved by the Directors, which is executed by or on behalf of the transferor.

29.2 No fee may be charged for registering any Instrument of transfer or other Document relating to or affecting the title to any Share.

29.3 The Company may retain any Instrument of transfer which is registered.

29.4 The transferor remains the Holder of a Share until the transferee's name is entered in the register of shareholders as Holder of it.

29.5 The Directors may refuse to register the transfer of a Share, and if they do so, the Instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

## **30 Transmission of Shares**

30.1 If title to a Share passes to a Transmittor, the Company may only recognise the Transmittor as having any title to that Share.

30.2 A Transmittor who produces such evidence of entitlement to Shares as the Directors may properly require—

- (a) may, subject to the Articles, choose either to become the Holder of those Shares or to have them transferred to another person, and
- (b) subject to the Articles, and pending any transfer of the Shares to another person, has the same rights as the Holder had.

- 30.3 But Transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of Shares to which they are entitled, by reason of the Holder's death or Bankruptcy or otherwise, unless they become the holders of those Shares.

**31 Exercise of transmitters' rights**

- 31.1 Transmitters who wish to become the holders of Shares to which they have become entitled must notify the Company in Writing of that wish.
- 31.2 If the Transmitter wishes to have a Share transferred to another person, the Transmitter must execute an Instrument of transfer in respect of it.
- 31.3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the Transmitter has derived rights in respect of the Share, and as if the event which gave rise to the transmission had not occurred.

**32 Transmitters bound by prior notices**

If a notice is given to a Shareholder in respect of Shares and a Transmitter is entitled to those Shares, the Transmitter is bound by the notice if it was given to the Shareholder before the Transmitter's name has been entered in the register of shareholders.

**DIVIDENDS AND OTHER DISTRIBUTIONS**

**33 Procedure for declaring dividends**

- 33.1 The Company may by Ordinary Resolution declare dividends, and the Directors may decide to pay interim dividends.
- 33.2 A dividend must not be declared unless the Directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the Directors.
- 33.3 No dividend may be declared or Paid unless it is in accordance with Shareholders' respective rights.
- 33.4 Unless the Shareholders' resolution to declare or Directors' decision to pay a dividend, or the terms on which Shares are issued, specify otherwise, it must be Paid by reference to each Shareholder's holding of Shares on the date of the resolution or decision to declare or pay it.
- 33.5 If the Company's Share capital is divided into different classes, no interim dividend may be Paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.
- 33.6 The Directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.



- 33.7 If the Directors act in good faith, they do not incur any liability to the holders of Shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on Shares with deferred or non-preferred rights.

#### **34 Payment of dividends and other distributions**

- 34.1 Where a dividend or other sum which is a distribution is payable in respect of a Share, it must be Paid by one or more of the following means—

- (a) transfer to a bank or building society account specified by the Distribution Recipient either in Writing or as the Directors may otherwise decide;
- (b) sending a cheque made payable to the Distribution Recipient by post to the Distribution Recipient at the Distribution Recipient's registered address (if the Distribution Recipient is a Holder of the Share), or (in any other case) to an address specified by the Distribution Recipient either in Writing or as the Directors may otherwise decide;
- (c) sending a cheque made payable to such person by post to such person at such address as the Distribution Recipient has specified either in Writing or as the Directors may otherwise decide; or
- (d) any other means of payment as the Directors agree with the Distribution Recipient either in Writing or by such other means as the Directors decide.

- 34.2 In the Articles, "the Distribution Recipient" means, in respect of a Share in respect of which a dividend or other sum is payable—

- (a) the Holder of the Share; or
- (b) if the Share has two or more joint holders, whichever of them is named first in the register of shareholders; or
- (c) if the Holder is no longer entitled to the Share by reason of death or Bankruptcy, or

otherwise by operation of law, the Transmittree.

#### **35 No interest on distributions**

- 35.1 The Company may not pay interest on any dividend or other sum payable in respect of a Share unless otherwise provided by—

- (a) the terms on which the Share was issued, or
- (b) the provisions of another agreement between the Holder of that Share and the Company.

#### **36 Unclaimed distributions**

- 36.1 All dividends or other sums which are—

- (a) payable in respect of Shares, and
- (b) unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.

36.2 The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it.

36.3 If—

- (a) twelve years have passed from the date on which a dividend or other sum became due for payment, and
- (b) the Distribution Recipient has not claimed it,

the Distribution Recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

### **37 Non-cash distributions**

37.1 Subject to the terms of issue of the Share in question, the Company may, by Ordinary Resolution on the recommendation of the Directors, decide to pay all or part of a dividend or other distribution payable in respect of a Share by transferring non-cash assets of equivalent value (including, without limitation, Shares or other securities in any Company).

37.2 For the purposes of paying a non-cash distribution, the Directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution—

- (a) fixing the value of any assets;
- (b) paying cash to any Distribution Recipient on the basis of that value in order to adjust the rights of recipients; and
- (c) vesting any assets in trustees.

### **38 Waiver of distributions**

Distribution Recipients may waive their entitlement to a dividend or other distribution payable in respect of a Share by giving the Company notice in Writing to that effect, but if—

- (a) the Share has more than one Holder, or
- (b) *more than one person is entitled to the Share, whether by reason of the death or Bankruptcy of one or more joint holders, or otherwise,*

*the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the Share.*

## **CAPITALISATION OF PROFITS**

**39 Authority to capitalise and appropriation of capitalised sums**

39.1 Subject to the Articles, the Directors may, if they are so authorised by an Ordinary Resolution—

- (a) decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's Share premium account or capital redemption reserve; and
- (b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

39.2 Capitalised sums must be applied—

- (a) on behalf of the persons entitled, and
- (b) in the same proportions as a dividend would have been distributed to them.

39.3 Any capitalised sum may be applied in paying up new Shares of a nominal amount equal to the capitalised sum which are then allotted credited as Fully Paid to the persons entitled or as they may direct.

39.4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted credited as Fully Paid to the persons entitled or as they may direct.

39.5 Subject to the Articles the Directors may—

- (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
- (b) make such arrangements as they think fit to deal with Shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
- (c) authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of Shares and debentures to them under this article.

## PART 4

### DECISION-MAKING BY SHAREHOLDERS

#### ORGANISATION OF GENERAL MEETINGS

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

- 40.1 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.
- 40.2 A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) 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.
- 40.3 *The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.*
- 40.4 In determining attendance at a general meeting, it is immaterial whether any two or more shareholders attending it are in the same place as each other.
- 40.5 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 have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

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

Two shareholders (including the Parent) present in person or by proxy and entitled to attend and to vote on the business to be transacted shall be a quorum, provided that if the Company has only a single shareholder, the quorum shall be one shareholder. No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

##### **42 Chairing general meetings**

- 42.1 If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.
- 42.2 If the Directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the Directors present, or
  - (b) (if no Directors are present), the meeting,

must appoint a Director or Shareholder to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting.

- 42.3 The person chairing a meeting in accordance with this article is referred to as “the Chairman of the meeting”.

#### **43 Attendance and speaking by Directors and non-Shareholders**

- 43.1 Directors may attend and speak at general meetings, whether or not they are Shareholders.

- 43.2 The Chairman of the meeting may permit other persons who are not—

- (a) Shareholders of the Company, or
- (b) otherwise entitled to exercise the rights of Shareholders in relation to general meetings,

to attend and speak at a general meeting.

#### **44 Adjournment**

- 44.1 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.

- 44.2 The Chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) 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.

- 44.3 The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 44.4 When adjourning a general meeting, the Chairman of the meeting must—

- (a) 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 Directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 44.5 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)—

- (a) to the same persons to whom notice of the Company’s general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

- 44.6 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

### 45 Voting: general

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 the Articles.

### 46 Errors and disputes

- 46.1 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.

- 46.2 Any such objection must be referred to the Chairman of the meeting, whose decision is final.

### 47 Poll votes

- 47.1 A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) 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.

- 47.2 A poll may be demanded by—

(a) the Chairman of the meeting;

(b) the Directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the Shareholders having the right to vote on the resolution.

- 47.3 A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the Chairman of the meeting consents to the withdrawal.

- 47.4 Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

### 48 Content of Proxy Notices

- 48.1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which—

- (a) states the name and address of the Shareholder appointing the proxy;
  - (b) identifies the person appointed to be that Shareholder's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Shareholder appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 48.2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 48.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 48.4 Unless a Proxy Notice indicates otherwise, it must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **49 Delivery of Proxy Notices**

- 49.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.
- 49.2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 49.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 49.4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **50 Amendments to resolutions**

- 50.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if—
- (a) notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.

- 50.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if—
- (a) the Chairman of the meeting proposes the amendment at the general *meeting at which the resolution is to be proposed*, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 50.3 If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution.



## PART 5

### ADMINISTRATIVE ARRANGEMENTS

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

- 51.1 Subject to the Articles, anything sent or supplied by or to the Company under the 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.*
- 51.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied *with such notices or Documents for the time being.*
- 51.3 A Director may agree with the Company that notices or Documents sent to that Director 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.

#### **52 Company seals**

- 52.1 Any common seal may only be used by the authority of the Directors.
- 52.2 The Directors may decide by what means and in what form any common seal is to be used.
- 52.3 Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a Document, the Document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 52.4 For the purposes of this article, an authorised person is—
- (a) any Director of the Company;
  - (b) the Company secretary (if any); or
  - (c) any person authorised by the Directors for the purpose of signing Documents to which the common seal is applied.

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

Except as provided by law or authorised by the Directors 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 Shareholder.

#### **54 Provision for employees on cessation of business**

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or member of the Group (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that member of the Group.

## DIRECTORS' INDEMNITY AND INSURANCE

### 55 Indemnity

55.1 Subject to article 55.2, a relevant Director of the Company or an associated Company may be indemnified out of the Company's assets against—

- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company,
- (b) any liability incurred by that Director 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),
- (c) any other liability incurred by that Director as an officer of the Company or an associated company.

55.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

55.3 In this article—

- (a) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant Director" means any Director or former Director of the Company or an associated company.

### 56 Insurance

56.1 The Directors will purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

56.2 In this article—

- (a) a "relevant Director" means any Director or former Director of the Company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
- (c) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate.



Companies House

**COMPANY NAME:** MILL BAY HOMES LIMITED

**COMPANY NUMBER:** 10912643

**Date of birth of director Ronald George Butler was removed from the public register on 22/11/2017 as it was factually inaccurate or is derived from something factually inaccurate.**