

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 12302434

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

CALDER & BYRNE LTD

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, Cardiff, on 7th November 2019



* N123024346 *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: 06/11/2019

X8HO2SW1

Company Name in full:

CALDER & BYRNE LTD

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**CROFT CHAMBERS 11 BANCROFT
HITCHIN
HERTFORDSHIRE
UNITED KINGDOM SG5 1JQ**

Sic Codes:

68209

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director 1

Type: **Person**

Full Forename(s): **SIOBHAN ERIC**

Surname: **WATTS**

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

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/09/1984** **Nationality:** **BRITISH**

Occupation: **DIRECTOR**

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

Company Director 2

Type: **Person**

Full Forename(s): **GAVIN JAMES**

Surname: **CALDER**

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

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/02/1979** **Nationality:** **BRITISH**

Occupation: **DIRECTOR**

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

CLASS OF SHARE: ORDINARY SHARES OF £1 EACH PRESCRIBED PARTICULARS:
(A) UNDER SECTIONS 284 AND 285 OF THE COMPANIES ACT 2006 (AS AMENDED)
EACH SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION; ON A VOTE ON A
RESOLUTION ON A SHOW OF HANDS AT A MEETING, EACH MEMBER PRESENT IN
PERSON (AND EVERY PROXY PRESENT WHO HAS BEEN DULY APPOINTED BY ONE OR
MORE MEMBERS ENTITLED TO VOTE ON THE RESOLUTION) HAS ONE VOTE (BUT A
PROXY HAS ONE VOTE FOR AND ONE VOTE AGAINST THE RESOLUTION IF THE PROXY
HAS BEEN DULY APPOINTED BY MORE THAN ONE MEMBER ENTITLED TO VOTE ON
THE RESOLUTION, AND THE PROXY HAS BEEN INSTRUCTED BY ONE OR MORE OF
THOSE MEMBERS TO VOTE FOR THE RESOLUTION AND BY ONE OR MORE OTHER
OF THOSE MEMBERS TO VOTE AGAINST); AND, ON A VOTE ON A RESOLUTION ON A
POLL TAKEN AT A MEETING, EVERY MEMBER HAS ONE VOTE IN RESPECT OF EACH
SHARE HELD BY HIM (ALL OR ANY OF THE VOTING RIGHTS OF A MEMBER MAY BE
EXERCISED BY ONE OR MORE DULY APPOINTED PROXIES BUT WHERE A MEMBER
APPOINTS MORE THAN ONE PROXY, THIS DOES NOT AUTHORISE THE EXERCISE BY
THE PROXIES TAKEN TOGETHER OF MORE EXTENSIVE VOTING RIGHTS THAN COULD
BE EXERCISED BY THE MEMBER IN PERSON). (B) THE SHARES ALL RANK PARI PASSU
AS RESPECTS DIVIDEND DISTRIBUTIONS. (C) THE SHARES ALL RANK PARI PASSU AS
RESPECTS CAPITAL DISTRIBUTIONS MADE OTHER THAN ON A WINDING UP; ON A
WINDING UP EACH SHARE CARRIES THE RIGHT TO A REPAYMENT OF CAPITAL OF
UP TO £1 PAID UP CAPITAL AND THE SHARES ALL RANK PARI PASSU AS RESPECTS
DISTRIBUTIONS OF ANY SURPLUS REMAINING AFTER ALL SUCH CAPITAL HAS BEEN
REPAID. (D) THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	100

Initial Shareholdings

Name: **SIOBHAN ERIC WATTS**

Address **CROFT CHAMBERS 11
BANCROFT
HITCHIN
HERTFORDSHIRE
UNITED KINGDOM
SG5 1JQ**

Class of Shares: **ORDINARY**

Number of shares: **50**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **1**

Amount paid: **0**

Name: **GAVIN JAMES CALDER**

Address **CROFT CHAMBERS 11
BANCROFT
HITCHIN
HERTFORDSHIRE
UNITED KINGDOM
SG5 1JQ**

Class of Shares: **ORDINARY**

Number of shares: **50**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **1**

Amount paid: **0**

Persons with Significant Control (PSC)

Statement of initial significant control

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

Individual Person with Significant Control details

Names: **GAVIN JAMES CALDER**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/02/1979** ***Nationality:*** **BRITISH**

Service Address: **CROFT CHAMBERS 11 BANCROFT
HITCHIN
UNITED KINGDOM
SG5 1JQ**

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

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.

Individual Person with Significant Control details

Names: **SIOBHAN ERIC WATTS**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/09/1984** ***Nationality:*** **BRITISH**

Service Address: **CROFT CHAMBERS 11 BANCROFT
HITCHIN
UNITED KINGDOM
SG5 1JQ**

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

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50 % of the shares in the company.

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CALDER & BYRNE LTD

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.

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
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Siobhan Eric Watts	
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Gavin James Calder	
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Dated 6 November 2019