



**FILE COPY**

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

Company Number **12497562**

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

**CENTRE FOR BREXIT POLICY LIMITED**

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

Given at Companies House on **4th March 2020**



**\*N12497562N\***



**Companies House**



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

# IN01

## Application to register a company



Companies House

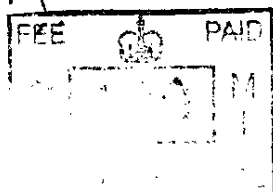
**A fee is payable with this form.**  
Please see 'How to pay' on the last page.

☒ **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  
use this form if any individual  
with significant control is applying  
or has applied for protection  
having their details disclosed  
public register. Contact enquiries  
companieshouse.gov.uk to get a  
separate form.

For further information, please  
refer to our guidance at  
[www.gov.uk/guidance/register-a-company](https://www.gov.uk/guidance/register-a-company)

Chq & iso 328250



WEDNESDAY



## Part 1 Company details

<b>A1</b>	<b>Company name</b>	<b>→ Filling in this form</b> Please complete in typescript or in bold black capitals.  All fields are mandatory unless specified or indicated by *  <b>❶ Duplicate names</b> 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: <a href="https://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>
	Check if a company name is available by using our name availability search: <b><a href="https://www.companieshouse.gov.uk/info">www.companieshouse.gov.uk/info</a></b>	
	Please show the proposed company name below.	
Proposed company name in full ❶	<b>Centre for Brexit Policy Limited</b>	
For official use	1 2 4 9 7 5 6 2	

<b>A2</b>	<b>Company name restrictions ❷</b>	<b>❷ Company name restrictions</b> A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: <a href="https://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>
	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.	
	<input type="checkbox"/> 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.	

<b>A3</b>	<b>Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸</b>	<b>❸ Name ending exemption</b> 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: <a href="https://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>
	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.	
	<input type="checkbox"/> 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.	

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**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	7	0	2	1	0
Classification code 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>①</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

#### ① Registered office

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

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

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

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**A7**

## Registered office address ①

Please give the registered office address of your company.

Building name/number C/O Ferguson Maidment & Co, Chartered Accountants

Street 167 Fleet Street

Post town London

County/Region

Postcode E C 4 A 2 E A

### ① 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 ②

Please choose one option only and tick one box only.

Option 1

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

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

Option 2

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

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

Option 3

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

② 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 ③

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

☐

### ③ 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)

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**Part 2****Proposed officers**

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

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

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

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

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

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

**① Corporate appointments**

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

**Additional appointments**

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

**② Former name(s)**

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

**B2****Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

**③ 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

<b>C1</b>	<b>Corporate secretary appointments ①</b> Please use this section to list all the corporate secretary appointments taken on formation.	<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b> Is the corporate secretary registered within the European Economic Area (EEA)? → <b>Yes</b> Complete <b>Section C3 only</b> → <b>No</b> Complete <b>Section C4 only</b>	
<b>C3</b>	<b>EEA companies ②</b> Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	<b>② 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>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ③		
Registration number		
<b>C4</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.	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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**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)	John
Surname	Longworth
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	United Kingdom
Nationality	British
Month/year of birth <sup>④</sup>	X X 0 5 1 9 5 8
Business occupation (if any) <sup>⑤</sup>	Company 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 <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.

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Application to register a company

**Director**

D1 Director appointments <sup>1</sup>	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Mr
Full forename(s)	Matthew Richard
Surname	Patten
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	United Kingdom
Nationality	British
Month/year of birth <sup>4</sup>	X X    0 5    1 9    6 2
Business occupation (if any) <sup>5</sup>	Company 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 <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

## Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the director appointments taken on formation. <b>For a corporate director, complete Sections E1-E4.</b>	
Title*	Mr	
Full forename(s)	Owen William	
Surname	Paterson	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	United Kingdom	
Nationality	British	
Month/year of birth <sup>④</sup>	X X    m0 m6    y1 y9 y5 y6	
Business occupation (if any) <sup>⑤</sup>	Member of Parliament	

**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.

<b>D2</b>	<b>Director's service address <sup>①</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		

**① Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

<b>D1</b>	<b>Director appointments ①</b>
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)	Sammy
Surname	Wilson
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X m0 m4 y1 y9 y5 y3
Business occupation (if any) ⑤	Member of Parliament

**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.

<b>D2</b>	<b>Director's service address ⑥</b>
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.

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Application to register a company

Director

<b>D1</b>	<b>Director appointments ①</b>	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.		<b>① Appointments</b> Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
Title*	Mr	
Full forename(s)	Graham Eric	
Surname	Stringer	<b>② Former name(s)</b> Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
Former name(s) ②		
Country/State of residence ③	United Kingdom	<b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in section D4.
Nationality	British	
Month/year of birth ④	X X m0 m2 y1 y9 y5 y0	<b>④ Month and year of birth</b> Please provide month and year only.
Business occupation (if any) ⑤	Member of Parliament	<b>⑤ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address ⑥</b>	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		<b>⑥ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.  Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.  If you provide your residential address here it will appear on the public record.
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		

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### Corporate director

<b>E1</b>	<b>Corporate director appointments ①</b> Please use this section to list all the corporate directors taken on formation.	<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
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)? → <b>Yes</b> Complete <b>Section E3 only</b> → <b>No</b> Complete <b>Section E4 only</b>	
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<b>E3</b>	<b>EEA companies ②</b> Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	<b>② 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>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ③		
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.	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

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**Part 3 Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to **Part 4 (Statement of guarantee)**.**F1 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	
<b>Currency table A</b>					
		<b>Totals</b>			
<b>Currency table B</b>					
		<b>Totals</b>			
<b>Currency table C</b>					
		<b>Totals</b>			
		<b>Totals (including continuation pages)</b>	<b>Total number of shares</b>	<b>Total aggregate nominal value ❶</b>	<b>Total aggregate amount unpaid ❶</b>

❶ 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

Prescribed particulars

1

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

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

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

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**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						
Address						
Name						
Address						
Name						
Address						
Name						
Address						



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**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** 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	JOHN
Surname ①	LONGWORTH
Address ②	C/O FERGUSON MAIDMENT & CO, 167 FLEET STREET, LONDON
Postcode	E C 4 A 2 E A
Amount guaranteed ③	£1.00
Class of member (if applicable) ④	

**Subscriber's details**

Forename(s) ①	MATTHEW RICHARD
Surname ①	PATTEN
Address ②	C/O FERGUSON MAIDMENT & CO, 167 FLEET STREET, LONDON
Postcode	E C 4 A 2 E A
Amount guaranteed ③	£1.00
Class of member (if applicable) ④	

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## Subscriber's details

Forename(s) ①	OWEN WILLIAM
Surname ①	PATERSON
Address ②	C/O FERGUSON MAIDMENT & CO, 167 FLEET STREET, LONDON
Postcode	E C 4 A 2 E A
Amount guaranteed ③	£1.00
Class of member (if applicable) ④	

## Subscriber's details

Forename(s) ①	SAMMY
Surname ①	WILSON
Address ②	C/O FERGUSON MAIDMENT & CO, 167 FLEET STREET, LONDON
Postcode	E C 4 A 2 E A
Amount guaranteed ③	£1.00
Class of member (if applicable) ④	

## Subscriber's details

Forename(s) ①	GRAHAM ERIC
Surname ①	STRINGER
Address ②	C/O FERGUSON MAIDMENT & CO, 167 FLEET STREET, LONDON
Postcode	E C 4 A 2 E A
Amount guaranteed ③	£1.00
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	

## 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.

IN01

Application to register a company

## 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

Title\*

Full forename(s)

Surname

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

Nationality

Month/year of birth<sup>②</sup>

X

X

m

m

y

y

y

y

**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.

**H4****Individual's service address<sup>①</sup>**

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

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Service address**

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

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

# 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

① Tick each that apply.

#### 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

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:

① 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

**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

**① Tick each that apply.**

# IN01

## Application to register a company

### Individual PSC

<b>H3</b>	<b>Individual's details</b>	
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		
Title*		<b>❶ Country/State of residence</b> This is in respect of the usual residential address as stated in section H6. <b>❷ Month and year of birth</b> Please provide month and year only.
Full forename(s)		
Surname		
Country/State of residence <b>❶</b>		
Nationality		
Month/year of birth <b>❷</b>	<b>X</b> <b>X</b> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

<b>H4</b>	<b>Individual's service address <b>❶</b></b>	
Please complete the individual's service address below. You must also complete the individual's usual residential address in <b>Section H6</b> .		<b>❶ Service address</b> 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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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.



IN01

Application to register a company

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	

**① 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>①</sup>	
Country/State <sup>①</sup>	
Registration number <sup>①</sup>	

**① 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.

# IN01

## Application to register a company

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

Please indicate how the RLE has significant control over the company

① 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

14

### 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:

① 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

15

**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)

<b>J1</b>	<b>ORP details</b>	
	An 'other registrable person' is: <ul style="list-style-type: none"><li>• a corporation sole</li><li>• a government or government department of a country or territory or a part of a country or territory</li><li>• an international organisation whose members include two or more countries or territories (or their governments)</li><li>• a local authority or local government body in the UK or elsewhere</li></ul>	
Name of ORP	<input type="text"/> <input type="text"/>	
<b>J2</b>	<b>Principal office address ①</b>	
Building name/number	<input type="text"/>	<b>① Principal office address</b> This is the address that will appear on the public record.
Street	<input type="text"/> <input type="text"/>	
Post town	<input type="text"/>	
County/Region	<input type="text"/>	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country	<input type="text"/>	
<b>J3</b>	<b>Legal form and governing law</b>	
Legal form	<input type="text"/> <input type="text"/>	
Governing law	<input type="text"/>	

# IN01

## Application to register a company

J4

### Nature of control <sup>①</sup>

Please show how the ORP has significant control over the company

① 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:

① 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

IN01

Application to register a 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

☐ The 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.

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

<sup>②</sup> **Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance.

#### 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

Building name/number 30

Street Finsbury Circus

Post town London

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

Signature

X *Gane Lign* X  
FOR AND ON BEHALF OF  
DEVONSHIRES SOLICITORS LLP

# IN01

## Application to register a company



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **NZP/PAT175/1**

Company name **Devonshires Solicitors LLP**

Address **30 Finsbury Circus**

Post town **London**

County/Region **London**

Postcode **E C 2 M 7 D T**

Country **United Kingdom**

DX **33856 FINSBURY SQUARE**

Telephone **020 7880 4433**



### Certificate

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

- ☐ At the registered office address (Given in Section A7).
- ☐ At the agents 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

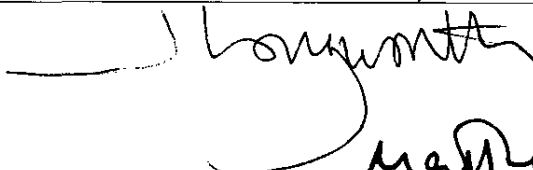
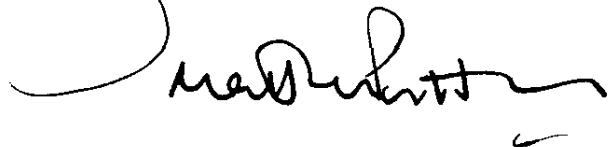

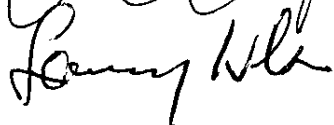

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**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)**

## COMPANY NOT HAVING A SHARE CAPITAL

### Memorandum of association of Centre for Brexit Policy 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.

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
John Longworth	
Matthew Richard Patten	
Owen William Paterson	
Sammy Wilson	
Graham Eric Stringer	

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Dated 3 March 2020

## **THE COMPANIES ACT 2006**

### **A COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL**

### **ARTICLES OF ASSOCIATION OF CENTRE FOR BREXIT POLICY LIMITED**

#### **PREAMBLE AND INTERPRETATION**

The following interpretations shall be applied to these Articles:

- (a) "Articles" means these Articles of Association.
- (b) "The Company" means the Company as the name registered in the Memorandum of Association.
- (c) "The Act" means the Companies Act, 2006, and so as to include all and any further statutory modifications or re-enactment for the time being in force and as subsequently made and enacted from time to time whether by statute, statutory instrument or other order.
- (d) "Member" means any person who is a Director and no one else shall be a Member. A person cannot be appointed as or become a Director / Member if that would mean that the Company's Directors / Members were mainly or wholly drawn from the members of one political party and then any such appointment is invalid.
- (e) The Company is formed to act as an apolitical Think Tank and to promote opportunities for the United Kingdom post Brexit, it is not aligned to any political party and its Membership will be from across a number of political parties and can include persons with no political affiliations. The Company will take an evidence-based approach drawing on expert research and opinion from politics, business, economics, academia, and critical policy experts; it will publish reports, secure publicity; seek to persuade ministers, MPs and other decision-makers in any government of the opportunities that a clean break Brexit will enable. This apolitical think tank will work with experts of all political persuasions and none who are committed to the mission of delivering outward-looking post-Brexit policies.

#### **1 LIMITED LIABILITY**

The liability of the Members shall be limited to the amount that each Member of the Company undertakes to contribute to the Company's assets, being a maximum of £1, if the Company should be wound up while he is a Member, or within one year after he ceases to be a Member, for the purpose of payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves.

#### **2 THE BOARD AND DIRECTOR APPOINTMENTS**

- (a) The minimum number of appointed Directors of the Company shall not be less than two. Any person willing to act as a director and who is not prohibited in law from so acting may be appointed to the Board either by way of a decision of the Directors or by way of an ordinary resolution of the Members.
- (b) The number of Directors as appointed from time to time shall constitute the Board of the Company.

- (c) The Company by way of the passing of an ordinary resolution in General Meeting may determine the maximum number of Directors that may be appointed. Unless and until such time as otherwise determined, there shall be no maximum number.
- (d) No Director of the Company shall be required to retire by rotation.
- (e) Unless and until so nominated or appointed by the Board, no person shall be deemed to be eligible to be appointed to the position of Director of the Company unless and until not less than fourteen nor more than thirty five clear calendar days have elapsed before the date of holding any General Meeting of the Company and there shall have been lodged with the Company Secretary at the registered office of the Company notice in writing by a Member enabled to attend and vote at any such General Meeting of his intention to propose any such person for election as a Director of the Company and a further notice in writing signed by the person proposed for election as a Director of his consent to be appointed as such a Director.
- (f) The Board shall at all times (and until such time as otherwise determined by the Company) retain the power to appoint any person to the position of Director from time to time in accordance with these Articles and not otherwise. Such power shall be exercisable for the purpose of either appointing a further Director of the Company to the Board or in order to fill any casual vacancy that may arise from time to time on the Board. Such power is exercisable without prejudice in any respect to the power of the Company in General Meeting to elect a person so nominated to be a Director of the Company.
- (g) The Directors may appoint one of their number to the position of Managing Director or such other executive position as they may determine.
- (h) 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.
- (i) The shareholders may, by special resolution, direct the Directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Directors have already done.
- (j) The Directors shall be the sole Members and no other person, other than a Director in office from time to time, shall be a Member.
- (k) The Board may from time to time request certain individuals to act as "Fellows" for the purposes of providing advice, assistance and reports to the Board relating to opportunities for the United Kingdom after Brexit and related matters. For the avoidance of doubt, a Fellow shall:
  - (i) not be a Director or Member of the Company;
  - (ii) not exercise any executive function or voting rights or otherwise exert influence over the decision-making powers of the Board and/or the Members;
  - (iii) have no power to bind the Company; and
  - (iv) not be construed as, nor hold himself or herself out as being, a Director or Member.

### **3 COMMITTEES OF THE BOARD**

- (a) Committees to which the Directors delegate any of their powers must follow procedures which are based as closely as possible on those provisions of the articles which govern the taking of decisions by Directors.
- (b) The Directors may make rules of procedure for committees, which prevail over rules derived from the articles if they are not consistent with them.

### **4 NOTICE OF MEETING OF THE DIRECTORS**

- (a) Notice of such meeting of the Directors shall be given to each Director (including every alternate Director) at any address supplied by him to the Company (including by way of electronic communication) for such purpose whether or not he is present within the United Kingdom, provided that any Director shall have the power to waive notice of any such meeting either prospectively or retrospectively and if he does so it shall not affect the validity of such meeting that the required notice was not given to him.
- (b) A meeting of the Directors may be convened and held at any location in any jurisdiction anywhere in the World.
- (c) Any appointed Director may call a Directors' meeting by giving notice of a meeting to the other appointed Directors and any such notice must state the proposed date, time, location and subject matter and where 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.
- (d) Such notice of a Directors' meeting need not be given in writing, but must be communicated to each Director in a reliable and effective manner and such Director convening such meeting must ensure subject to the urgency of any matter to be decided by the Directors that as many Directors as practicable are likely to be available to participate in it.
- (e) Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice, prospectively or retrospectively and a Director is to be treated as having waived his entitlement to notice of a meeting if they have not supplied the company with the information necessary to ensure that they receive the notice before the meeting takes place.

### **5 RESOLUTIONS OF THE BOARD**

- (a) Any decision of the Directors must be either a unanimous decision or a majority decision
- (b) Subject to the articles, the Directors may take either a unanimous decision or a majority decision on any matter, and may, but need not, take any decision at a Directors' meeting.
- (c) The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter. A unanimous decision may be taken without any discussion between Directors and may (but need not necessarily) take the form of a resolution in writing, copies of which have been signed by each Director.
- (d) A majority decision may be made without a Directors' meeting and such decision is taken if a Director has become aware of a matter on which the Directors need to

take a decision and if that Director has made the other Directors aware of the matter and the decision and if the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other and a majority of those Directors vote in favour of a particular decision on that matter. If, however, a Director is aware that consultation with another Director will make it impossible to take a particular decision as soon as the company's business requires then that Director may decide not to communicate with that other Director in relation to that decision before it is taken, but must communicate any such decision not to communicate to all the other Directors as soon as is practicable, explaining the reasons for it.

- (e) If a Director states that he does not wish to discuss or vote on a particular matter, the Directors may choose not to communicate with that Director in relation to decisions to be taken on that matter.
- (f) Directors participating in the taking of a majority decision (otherwise than at a Directors' meeting) may be in any location anywhere in the World and may participate at different times and may communicate with each other by any means.

## **6 QUORUM**

No majority decision (other than a decision to call a Directors' meeting or a general meeting) shall be taken by the Directors unless a quorum participates in the decision-making process. The quorum for Directors' decision-making may be fixed from time to time by a decision of the Directors and unless otherwise so fixed shall be two and if the number is not satisfied the Directors may not take any majority decision other than a decision to appoint further Directors, or to call a meeting so as to enable the Members to appoint further Directors.

## **7 APPOINTMENT OF CHAIRMAN**

- (a) The Directors may appoint one of their number to Chair all of the processes by which a majority decision may be taken, or a particular process, or processes of a particular type (such as Directors' meetings), by which a majority decision may be taken and any such Director so appointed shall be known as the Chairman.
- (b) The Directors may terminate the Chairman's appointment at any time.
- (c) If the Chairman is not participating in a Directors' meeting within ten minutes of the time at which it is scheduled to start, the participating Directors must appoint one of themselves to Chair it in the appointees absence.
- (d) The Chairman shall have a second or casting vote in the case of an equality of votes which may only be exercised by him to maintain the status quo. However, the Directors may make a rule that if a majority decision is to be taken on a matter and equal numbers of Directors hold differing views on the matter then the views of the Chairman or some other specified Director shall determine the majority decision which is taken on that matter except that such casting vote rule shall not apply if the views of the specified Director are to be disregarded as a result of an actual or potential conflict of interest.

## **8 CONFLICT OF INTEREST**

- (a) A Director shall be entitled to vote in regard to any contract or arrangement in which he is interested or on any such like matter arising there out provided that he declares his interest pursuant to S. 177 of the Act, and if he votes on any such



matter or related matter then his vote shall be counted and his presence at the meeting shall be counted in estimating a quorum in considering any such arrangement or contract whether at a meeting of the Directors or Committee of the Directors. The declaration of any interest by a Director in any contract or arrangement shall be formally recorded in the minutes of the meeting.

- (b) (a) No requirement exists to declare an interest in the case of the following permitted causes which shall remain exempt: -
  - (i) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries; and
  - (ii) a contract about benefits for employees and Directors or former employees and Directors of the company or any of its subsidiaries which does not provide special benefits for Directors or former Directors.
- (c) In determining the right of a Director to vote the question shall be referred to the Chairman of the meeting whose ruling in relation to any Director other than the Chairman shall be conclusive.

## **9 MINUTES OF BOARD MEETINGS**

- (a) The Directors shall ensure that the Company keeps a record in writing, of every unanimous or majority decision taken by the Directors for at least ten years from the date of the decision recorded in it and shall maintain such minutes in a book properly designated for such purpose and shall convey copies of such documents in any manner they may see fit.

## **10 REMUNERATION OF DIRECTORS & EXPENSES**

- (a) A Director shall be entitled to remuneration for their services to the Company as Directors and for any other service which they undertake for the Company and such remuneration may include terms and conditions relating the payment of a pension, allowance or gratuity and or any death, sickness or disability benefits as may be determined by the board from time to time and any such directors' remuneration shall accrue on a daily basis.
- (b) The Company may pay any such reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## **11 DIRECTORS DUTIES OF OFFICE**

- (a) A Director of the Company (including every appointed alternate Director) shall be subject to the general duties as specified in S. 171 - 177 of the Act, which shall at all times be owed by every Director to the Company.
- (b) Every appointed Director shall at all times in the exercise of the powers and duties of his office and otherwise:-
  - (i) Act within the powers of the registered constitution of the Company and only exercise such powers for the true purpose for which they have been conferred upon him.

- (ii) Act in good faith with the object of promoting the furtherance and success of the Company for the benefit of its members, employees, the communities in which it is established and in which it operates, and to further good relations between its suppliers and customers, to act reasonably and fairly between members and to promote the reputation, success and understanding of the company.
- (iii) Exercise independent judgement where appropriate.
- (iv) Exercise at all times reasonable care, skill and diligence in the exercise of the powers of his office.
- (v) Avoid any direct or indirect conflict of interest with the interests of the Company, except where such transaction or arrangement with the Company which has been authorised following declaration of interest made to the Board under the Act or these Articles provided that such authorisation and approval is made by a majority of the Board without the vote of the Director(s) subject of the declared interest and without counting him in declaring a quorum for a meeting of the Board or any other such interested Director.
- (vi) Refuse any direct or indirect benefits arising or resulting from (whether directly or indirectly) his position as a Director (or otherwise) or in relation to any other position or office held by him within the Company from a third or other party and which would be conferred as a result of him agreeing, undertaking, assisting, facilitating or omitting to undertake any action as a Director which may normally be expected of him in the normal course of his duties except where such benefit cannot reasonably be regarded as having derived from his position or office.
- (vii) Declare the nature and extent of any interest in any proposed transaction or arrangement with the Company and any such declaration may be made by way of written notice to the Board of Directors, at a meeting of the Board or by way of written notice under S. 184 of the Act or by way of general notice under S. 185 of the Act before any such transaction is entered into.
  - Such notice need not be given where a Director is not aware or have knowledge of any such proposed transaction or arrangement, where no conflict of interest has arisen, where the Board is already aware of any such proposed transaction or arrangement or where such transaction or arrangement relates to his terms or conditions of service.
  - In the event that any such declaration is inaccurate or incomplete, or becomes so by way of the change and nature of events, then a further declaration must be made based upon the changed circumstances.

## **12 APPOINTMENT OF ALTERNATE DIRECTORS**

- (a) An appointed Director of the Company shall be entitled to appoint an alternate Director in order to attend and vote at any meeting of the Board of Directors or a Committee of the Directors at which the appointing Director is unable to attend. Such alternate Director may represent more than one Director but in determining a quorum present at any meeting of the Directors shall only be counted as a single Director but nevertheless shall be entitled to cast one vote for each of the Directors for whom he is appointed as an alternate Director.

- (b) The appointment of an alternate Director shall be approved by the Board of Directors prior to an alternate Director's appointment being effective and to him taking up any such duties and he shall not be entitled to any remuneration other than the reimbursement of his reasonable expenses.

### **13 DIRECTORS' BORROWING POWERS**

- (a) The Directors shall be empowered (whether expressly or impliedly) to exercise in pursuance of its objects and powers all of the borrowing powers of the Company:
  - (i) to negotiate credit facilities and credit lines from suppliers and other commercial and non - commercial bodies and to delegate such negotiating powers to other officers and employees of the Company;
  - (ii) to borrow and secure the payment of any and all such moneys loaned to the Company in any form of currency by guarantees or any other form of appropriate security; and
  - (iii) to guarantee the fulfilment of any and all such obligations and the performance of any such contract or other obligations entered into on behalf of the Company; and

### **14 APPOINTMENT OF COMPANY SECRETARY**

- (a) Pursuant to the provisions of S. 270 of the Act, the Company may appoint an officer or person as its appointed Company Secretary but if no such person is so nominated any duty that may normally be required to be done by a Company Secretary may be undertaken by either a Director or a person authorised generally or specifically by the Directors.
- (b) Where no Company Secretary is appointed any person authorised to undertake the duties of a Company Secretary shall in the view of the Directors be of sufficient competence or experience to undertake such role and the Directors shall in making any such appointment take into account the extensive duties and requirements on the Company under the Companies Acts, 1985 - 2006 and supporting statutory instruments.

### **15 MEMBERSHIP**

- (a) The subscribers to the Memorandum of the Company, also being the initial Directors of the Company, shall be the initial Members of the Company.
- (b) The Directors shall be the sole Members and no other person, other than a Director in office from time to time, shall be a Member.
- (c) If any Member ceases to be such for any reason whether laid down in the Articles or by associated regulations made (including by way of death or upon ceasing to be a Director) then he shall be deemed to have resigned as a Member of the Company.
- (d) A person accepted as a Member shall at all times comply with any such regulations and any conditions of admission to membership of the Company as contained within these Articles and that the Company in General Meeting may from time to time deem it necessary to impose. No person shall be entitled to benefit from or participate in any of the rights, benefits or privileges of the Company until such time as formally admitted as a Member.

- (e) A Member shall notify any change of address to the Company Secretary within fourteen calendar days.

## **16 PROCEDURES AND CONVENTION OF GENERAL MEETINGS**

- (a) All meetings duly convened and held by the Company (other than the Annual General Meeting) shall be referred to as an Extraordinary General Meeting of the Company.
- (b) The Company may convene a General Meeting anywhere in the World and in determining whether a quorum is present two or more persons who are not in the same geographical location as each other may be deemed to be attending such general meeting if their circumstances are such that if they have and are able to exercise the rights to speak and vote at that meeting by way of being in a position to communicate to all those attending the meeting on the business of the meeting i.e., by phone, skype or other similar means.
- (c) 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 and in doing so they shall have regard to the legitimate interests of the company, individual members and others attending the meeting in the efficient despatch of the business of the meeting.
- (d) Any notice issued by the Company convening any such General Meeting shall comply with the Act thereby notifying Members of their rights to appoint proxies at any such meeting. All and any other notices and communications relating to any General Meeting of the Company and which any Member is entitled to receive shall also be sent to the appointed Auditors or Accountants for the time being of the Company.
- (e) Provided that a Member has given prior consent to the Company in writing and provided an effective and correct address to which such notice may be sent, then the Company shall be empowered to give notice communicated to him by a legible form of electronic transmission, being all and any form of electrical or electronic communication whether by electric, electro - magnetic, electro - optical or any other like or similar method of transmission and in the event that any such communication is made by such method, notice shall be deemed to have been served on the Member on either the date that such electronic communication was effected or on the actual date that it was physically delivered to the member, whichever date shall be the earliest.
- (f) The Company shall not transact any business at any General Meeting unless a quorum is present and a quorum shall comprise of two persons entitled to attend and vote upon the business to be transacted, each such person being an actual member of the Company or a proxy for a Member or a duly authorised representative of a corporation. If such a quorum is not present within half an hour of the time set for any such adjourned meeting then the meeting may be dissolved thereafter.
- (g) Whensoever the Company has only a single member, then a quorum shall be constituted by that sole member being present either in person, in person as a voting proxy for another member or by means of a proxy vote lodged with the company prior to the meeting. In the case of another Company being a sole member, attendance by a duly authorised person of that Company shall count towards determining a quorum.

- (h) All and any decisions taken by a single member in a General Meeting of the Company or by way of a written resolution shall be deemed to be effective and all and any such decisions so made shall be recorded in writing and entered into and maintained in the minute book of the Company, being the dedicated book held and maintained by the Company for such purpose.
- (i) No resolution may be passed if such resolution requires the casting vote of the Chairman who shall not exercise such vote other than to maintain the status quo.
- (j) If any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting and not, in that case, unless in the opinion of the Chairman the error is of a sufficient magnitude as to vitiate the resolution.
- (k) On a show of hands every member being an individual and present or (being a corporation) is present by a duly authorised representative then (unless he is himself a member entitled to vote) then every person attending as a member or a proxy shall have one vote on a show of hands (or other agreed system of voting by electronic means or otherwise) and one vote on a poll (subject to any restrictions attaching to the share class).
- (l) All original signed notices of meeting and other papers relevant to the convening and proceedings of such meetings shall be held and maintained with the statutory books of the Company.
- (m) 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.
- (n) If the directors have not appointed a chairman, or if the chairman is not present within ten minutes of the time at which a meeting was to start then the directors present or if no directors are present, the meeting itself must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting and such appointee shall be referred to as the "the chairman of the meeting".

## **17 RIGHT TO ATTEND AND VOTE AT GENERAL MEETINGS**

The Chairman of the meeting may permit other persons who are not members of the company or otherwise entitled to exercise the rights of members in relation to general meetings to attend and speak at a general meeting.

## **18 ADJOURNMENT OF GENERAL MEETINGS**

- (a) 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, the chairman of the meeting must adjourn it.
- (b) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
  - (i) the meeting consents to an adjournment, or
  - (ii) 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.

- (c) The Chairman of the meeting must adjourn a General Meeting at which a quorum is present if he is directed to do so by the meeting.
- (d) When adjourning a General Meeting the Chairman must—
  - (i) 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
  - (ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (e) 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 to the same persons to whom notice of the Company's General Meetings is required to be given containing the same information which such notice is required to contain. 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.

## **19 VOTING AT GENERAL MEETINGS**

- (a) Except as hereinafter provided, each Member shall be entitled to attend and vote at every General Meeting of the Company. On a show of hands every Member present in person (including a proxy) so entitled shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
- (b) Where the Company has for any reason only a single Member then where such single Member takes any decision which is required to be taken by a General Meeting of the Company or by way of written resolution, then such decision shall be as valid as if it had been taken by the Company in General Meeting save that this paragraph shall not apply in the case of any resolutions passed pursuant to the provisions of sections 303 and section 391 of the Act. Where any decision is taken by a single member then such decision shall be recorded in writing and entered into the Minute Book of the Company.
- (c) A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is taken on it in accordance with the articles.
- (d) 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. Any such objection must be referred to the Chairman of the meeting whose decision is final and binding.
- (e) A poll on a resolution may be demanded—
  - (i) in advance of the General Meeting where it is to be put to the vote, or
  - (ii) 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.
- (f) A poll may be demanded by:-
  - (i) the Chairman of the meeting,

- (ii) the Directors,
  - (iii) two or more persons having the right to vote on the resolution.
- (g) Demand for a poll may be withdrawn if: -
  - (i) the poll has not yet been taken, and
  - (ii) the Chairman of the meeting consents to the withdrawal.
- (h) A poll must be taken immediately and in such manner as the chairman of the meeting directs.
- (i) If any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting and not, in that case, unless in the opinion of the Chairman the error is of a sufficient magnitude as to vitiate the resolution.

## 20 PROXY NOTICES

- (a) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—
  - (i) states the name and address of the Member appointing the proxy;
  - (ii) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - (iii) is executed by or on behalf of the Member appointing the proxy; and
  - (iv) 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.
- (b) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. 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. Unless a proxy notice indicates otherwise, it must be treated as:-
  - (i) 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
  - (ii) 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.
- (c) 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.
- (d) An appointment under a proxy notice may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. 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. 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 appointer's behalf.

## **21 AMENDMENTS TO RESOLUTIONS**

- (a) An ordinary resolution may be amended if: -
  - (i) 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 48 hours before the meeting is to take place (or at such other time as the Chairman of the meeting may direct), and
  - (ii) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution;
- (b) A special resolution may be amended if: -
  - (i) the Chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
  - (ii) the amendment does not go beyond what is necessary to correct an obvious error in the resolution.
- (c) 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.

## **22 NOTICES**

- (a) Subject to the provisions of these Articles:-
  - (i) anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Act provides for documents or information to be sent or supplied by or to the Company for the purposes of the Companies Acts, and
  - (ii) 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.
- (b) A Director may agree with the Company that notices or documents sent to that Director in a specified manner (including by way of e-mail and other electronic communication) 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.
- (c) Any communication sent to a Member under the articles must be sent to the Member's address as recorded in the Register of Members, unless—
  - (i) the Member and the Company have agreed that another means of communication may be used, and
  - (ii) the Member has supplied the Company with the information it needs in order to be able to use that other means of communication.



- (d) Any communication sent to a Director must be sent to the Director's address as recorded in the register of Directors unless
  - (i) the Member and the Company have agreed that another means of communication may be used , and
  - (ii) the Member has supplied the Company with the information it needs in order to be able to use that other means of communication.

## **23 INSPECTION OF BOOKS AND RECORDS**

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person (other than an authorised officer of the Crown) is entitled to inspect or take copies any of the company's books or records or documents merely by virtue of being a member of the company.

## **24 ADOPTION OF COMPANY SEAL**

- (a) The Company may adopt a seal which shall then be deemed to be the common seal of the Company.
- (b) A seal once formally adopted may only be used under the authority of the Board of Directors or a committee of the Board appointed, authorised and empowered by it to execute all and any such documentation requiring such use of the seal on behalf of the Company. Every document to which the seal is so affixed shall be signed by at least one Director and the Company Secretary or two Directors of the Company, unless the Board at a meeting of the Directors shall have otherwise determined. The obligation to seal share certificates shall not apply if the Company has not adopted a seal.
- (c) The Company shall be entitled to have an Official Seal for use abroad in a foreign territory or jurisdiction. Such power to use the seal shall be vested in the Board of Directors who may authorise any person within a foreign jurisdiction to use the seal on behalf of the Company.

## **25 PROHIBITION ON DISTRIBUTION OF PROFITS**

Except in the case of a winding up, the Company shall not make any distribution to its Members of its profits or assets, whether in cash or otherwise.

## **26 EMPLOYEE PROVISIONS ON CESSATION OF COMPANY**

- (a) The Directors shall have the power to decide to make provision for the benefit of any person or persons employed or formerly employed by the Company or any of its subsidiaries (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 any subsidiary company.

## **27 RIGHT OF INDEMNITY OF DIRECTORS, OFFICERS AND AUDITORS**

- (a) The Directors and the Company shall be authorised and empowered to take out, purchase and maintain indemnity insurance or insurances to cover any future potential liability referred to in Section 232(2) of the Act of any of the appointed Directors and officers of the Company (who may not necessarily be a Director of

the Company) or of any associated company (as defined) in addition to the appointed Auditor of the Company.

- (b) Subject to the Act, all of the appointed Directors, officers and the Auditor of the Company shall be entitled at all times to be indemnified out of the assets of the Company against all and any liabilities, losses, debts, charges and expenses incurred and sustained by him as a result of any liability incurred in the performance of any duties of his office, (whether such liability is incurred in civil or criminal law), in defending any proceedings brought against him of which he is acquitted or judgement given in his favour, or in relating to any application under which relief is granted to him from any liability by any Court or recognised tribunal having sufficient authority to do so.
- (c) The term " liability " for the purpose of this Article shall mean any and all such liability incurred by any person being a Director, officer or Auditor (including any breach or failure of duty, negligence, breach of trust or any other default in relation to the Company or an Associated Company) in the course of him carrying out and executing his duties, employment or exercising the powers of his office on behalf of the Company.

## **28 DIRECTORS & OFFICERS PENSIONS GRATUITIES AND ALLOWANCES**

Provided that any Director or Directors of the Company declares any interest (whereupon such declaration shall be recorded in the minutes), he shall be entitled to be counted as part of the quorum and to vote and benefit from the exercise of any power of the Company to establish or enter into, arrange or provide for any scheme or arrangement for the grant of any retirement pensions, annuities, benevolent fund or other benefits and allowances provided or to be provided by the Company for the benefit of any Director or officer or employee or former Director or officers or employees of the Company, (together with its holding company, subsidiaries, associated companies and predecessors in business) and of the members of their family (including any spouse widow, or former spouse and dependants of any Director or former Director of the Company).

## **29 RESTRICTIONS ON APPLICATION OF FUNDS**

- (a) The income and property of the Company shall only be applied solely towards the promotion and furtherance of its purpose as:-
  - (i) Centre for Brexit Policy is a not for profit, apolitical think tank which aims to establish where the UK could be under a Government with proper outward-looking post-Brexit policies. Centre for Brexit Policy is not aligned to any political party and does not seek to generate legislation as specific function, but rather is engaging the UK public and business and academic communities in knowing and understanding the benefits and opportunities of leaving the European Union with a clean break; and
  - (ii) No proportion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise howsoever by way of profit, to Members of the Company, provided that nothing herein shall prevent the proper remuneration by way of salary of any employee, servant or Director of the Company for services or the reimbursement and payment of any reasonable expenses and costs fairly incurred and defrayed in attending to the business of the Company.

## **30 WINDING UP**

- (a) If following a winding up the Company shall have surplus assets following payments to its creditors and the costs of such procedure then the balance shall be distributed to the Members, at or before the time of dissolution or dealt with as they shall direct.
- (b) In default of any such decision or apportionment by the Members the surplus shall be decided upon and apportioned by a judge of the High Court of Justice having jurisdiction in such winding up or dissolution as he shall determine.