



FILE COPY

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

Company Number **9384874**

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

RAPTURE HOUSE THEATRE COMPANY

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 **12th January 2015**



N09384874U



Companies House



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

3/40
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 for**
You cannot use this
a limited liability par
this, please use form

TUESDAY



A20 06/01/2015 #276
COMPANIES HOUSE

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jk

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

RAPTURE HOUSE THEATRE COMPANY

For official use

0384874

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions ②

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

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

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

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

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

③ Name ending exemption

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

A4 Company type ④

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

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

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

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

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

① Registered office

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

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

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

A6

Registered office address ②

Please give the registered office address of your company

Building name/number

63

Street

HAWKSHEAD ROAD
 KNOTT END ON SEA

Post town

POULTON LE FYLDE

County/Region

LANCASHIRE

Postcode

F Y 6 O G E

② Registered office address

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

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

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

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

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

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

Option 2

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

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

Option 3

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

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

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

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2**Proposed officers**

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

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

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

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

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

Title*	MISS
Full forename(s)	PATRICIA ANNE
Surname	GEORGE
Former name(s) ②	

① Corporate appointments

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

Additional appointments

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

② Former name(s)

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

B2**Secretary's service address ③**

Building name/number	6
Street	RICHMOND AVENUE
Post town	CLEVELEYS
County/Region	LANCASHIRE
Postcode	FY5 2BP
Country	UNITED KINGDOM

③ Service address

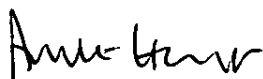
This is the address that will appear on the public record. This does not have to be your usual residential address.

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.

B3**Signature ④**

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

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">Signature</div> <div style="text-align: center;"> X  </div> <div style="margin-left: 20px;">X</div> </div>
-----------	--

④ Signature

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

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		
	① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	→ Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
C5	Signature ⑤	
	I consent to act as secretary of the proposed company named in Section A1	
Signature	Signature <div style="display: flex; justify-content: space-between; align-items: center;"> X X </div>	
	⑤ Signature The person named above consents to act as corporate secretary of the proposed company	

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Application to register a company

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

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MISS
Full forename(s)	CHRISTINA ELLEN
Surname	MEEHAN
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d 0 3 m 0 9 y 1 9 y 8 y 4
Business occupation (if any) ④	

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2**Director's service address ⑤**

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

Building name/number	63
Street	HAWKSHEAD ROAD KNOTT END ON SEA
Post town	POULTON LE FYLDE
County/Region	LANCASHIRE
Postcode	F Y 6 O Q E
Country	UNITED KINGDOM

⑤ Service address


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

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

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

D3**Signature ⑥**

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

Signature	Signature X  X
-----------	--

⑥ Signature

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

IN01

Application to register a company

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

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	EDWARD JOHN
Surname	RUGMAN
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	^d 1 ^o 0 ^m 9 ^y 1983
Business occupation (if any) ④	

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2**Director's service address ⑤**

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

Building name/number	63
Street	HAWKSHEAD ROAD KNOTT END ON SEA
Post town	POULTON LE FYLDE
County/Region	LANCASHIRE
Postcode	FY6 0QE
Country	UNITED KINGDOM

⑤ Service address

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

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

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

D3**Signature ⑥**

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

Signature	Signature X E.J. Rugman X
-----------	------------------------------

⑥ Signature

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

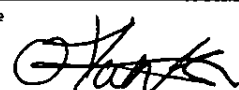
IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①		<p>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.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5		
Title*	MR		
Full forename(s)	OLIVER PAUL		
Surname	YANK		
Former name(s) ②			
Country/State of residence ③	UNITED KINGDOM		
Nationality	BRITISH		
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>1</div> <div>m</div> <div>1</div> <div>m</div> <div>1</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>9</div> <div>y</div> <div>1</div> </div>		
Business occupation (if any) ④			

D2	Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	63		
Street	HAWKSHED ROAD KNOTT END ON SEA		
Post town	POULTON LE FYLDE		
County/Region	LANCASHIRE		
Postcode	FY6 0QE		
Country	UNITED KINGDOM		

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

IN01 – continuation page
Application to register a company

Director

D1 Director appointments ^①												
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5												
Title*	MRS											
Full forename(s)	CLAIRE LOUISE											
Surname	SHIPWAY											
Former name(s) ^②												
Country/State of residence ^③	UNITED KINGDOM											
Nationality	BRITISH											
Date of birth	<table border="1"><tr><td>d</td><td>3</td><td>0</td><td>m</td><td>1</td><td>1</td><td>y</td><td>1</td><td>9</td><td>7</td><td>7</td></tr></table>	d	3	0	m	1	1	y	1	9	7	7
d	3	0	m	1	1	y	1	9	7	7		
Business occupation (if any) ^④												
① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.												
② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.												
③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.												
④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.												

D2 Director's service address ^⑤	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	63
Street	HAWKSHED ROAD KNOTT END ON SEA
Post town	POULTON LE FYLDE
County/Region	LANCASHIRE
Postcode	F Y 6 O Q E
Country	UNITED KINGDOM
⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.	

D3 Signature ^⑥			
I consent to act as director of the proposed company named in Section A1			
Signature	<table border="1"><tr><td>Signature</td><td>X C.L. Shipway X</td></tr></table>	Signature	X C.L. Shipway X
Signature	X C.L. Shipway X		
⑥ Signature The person named above consents to act as director of the proposed company.			

IN01

Application to register a company

Corporate director

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

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

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

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

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

F2 Share capital in other currencies

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

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

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

F3 Totals

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

Total number of shares

Total aggregate
nominal value ④

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

① Including both the nominal value and any
share premium

② Total number of issued shares in this class

③ Number of shares issued multiplied by
nominal value of each share**Continuation Pages**Please use a Statement of Capital continuation
page if necessary

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Application to register a company

F4

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

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

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

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

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

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Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

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

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1**Subscribers**

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

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

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

1 Name

Please use capital letters

2 Address

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

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	CHRISTINA ELLEN
Surname ①	MEEHAN
Address ②	63, HAWKSHEAD ROAD KNOTT END ON SEA, LANCASHIRE
Postcode	F Y 6 0 Q E
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	EDWARD JOHN
Surname ①	RUGMAN
Address ②	63, HAWKSHEAD ROAD, KNOTT END ON SEA, LANCASHIRE
Postcode	F Y 6 0 Q E
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	OLIVER PAUL
Surname ①	YANK
Address ②	63, HAWKSHEAD ROAD KNOTT END ON SEA, LANCASHIRE
Postcode	F Y 6 0 Q E
Amount guaranteed ③	£1

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Application to register a company

Subscriber's details	
Forename(s) ①	CLAIRE LOUISE
Surname ①	SHIPWAY
Address ②	63 HAWKSHED ROAD KNOTT END ON SEA, LANCAIRE
Postcode	F 4 6 0 Q E
Amount guaranteed ③	£1

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters

② Address

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

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5 Statement of compliance

This section must be completed by all companies

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

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

H1 Statement of compliance delivered by the subscribers ①

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

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

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

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

IN01

Application to register a company

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

H2

Statement of compliance delivered by an agent

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

Agent's name	JACKIE ELLIMAN	
Building name/number		
Street		
Post town	Independent Theatre Council The Albany Dundas Way	
County/Region	London SE8 4AG	
Postcode	Tel 020 7403 1727	
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

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

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone

**Certificate**

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

- ☐ At the registered office address (Given in Section A6)
☒ At the agent's address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

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

**How to pay**

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

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

For companies registered in England and Wales
 The Registrar of Companies, Companies House,
 Crown Way, Cardiff, Wales, CF14 3UZ
 DX 33050 Cardiff

For companies registered in Scotland
 The Registrar of Companies, Companies House,
 Fourth floor, Edinburgh Quay 2,
 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
 DX ED235 Edinburgh 1
 or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
 The Registrar of Companies, Companies House,
 Second Floor, The Linenhall, 32-38 Linenhall Street,
 Belfast, Northern Ireland, BT2 8BG
 DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
 The Registrar of Companies, PO Box 4082,
 Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk





THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

RAPTURE HOUSE THEATRE COMPANY

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

Name of each subscriber	Authentication by each subscriber
CHRISTINA ELLEN MEEHAN	
EDWARD JOHN RUGMAN	
OLIVER PAUL YANK	
CLAIRE LOUISE SHIPWAY	

Dated 29th DECEMBER 2014

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

RAPTURE HOUSE THEATRE COMPANY

1 GENERAL

In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context

WORDS	MEANINGS
The Act	The Companies Act 2006
The Company	The above-named Company
The Board of Directors	The Council of Management for the time being of the Company
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In Writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form

And the words importing the singular number only shall include the plural number, and vice versa Words importing the masculine gender only shall include the feminine gender, and Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles

2. The Company is established to promote the performing arts
- 3 The Company shall have the power to do all such lawful things as are necessary for the management of the Company's business, including but not restricted to the following -

- 1) to present, promote, organise, provide, manage and produce dramas, dance, operas, films, broadcasts, concerts, musical pieces, entertainments, exhibitions, tutorials, seminars, courses and workshops, whether on any premises of the Company or elsewhere
- 2) to procure to be written, printed, published and issued gratuitously or otherwise such papers, books, pamphlets or other documents as shall further the above objects
- 3) to open and maintain a bank account or bank accounts in the name of the Company
- 4) to employ staff and/or agents, and to make provisions for the proper remuneration of any such person including power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependents
- 5) to purchase, acquire and obtain interests in the copyrights of or the right to show any opera, play, mime, comedy, drama, dance, film, stage piece or musical composition
- 6) to enter into agreement with authors, actors, dancers, singers, choreographers, composers, musicians, producers, script writers and other creative contributors
- 7) subject to such consents as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary for the work of the Company
- 8) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought necessary for the promotion of its objects
- 9) to undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary for its objects
- 10) subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit
- 11) to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

PROVIDED THAT

- a) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts
- b) The objects of the Company shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers

- 4 The income and property of the Company, whencesoever derived shall be applied solely towards the promotion of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company

PROVIDED THAT nothing herein shall prevent the payment, in good faith by the Company

- 1) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company
 - 2) of interest on money lent by any member of the company or of its Board of Directors or Governing Body at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Board of Directors or Governing Body, or 3% whichever is the greater,
 - 3) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors or Governing Body,
 - 4) of fees, remuneration or other benefit in money or money's worth to a company of which a member of its Board of Directors or Governing Body may be a member holding not more than one hundredth part of the capital of such company,
- 5 No additions, alterations, or amendments shall be made to or in the provisions of the Articles of Association for the time being in force, unless the same shall have been previously submitted to a General Meeting and passed by Special Resolution
- 6 The liability of the members is limited
- 7 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she 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 among themselves, such amount as may be required not exceeding one pound
- 8 If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution

MEMBERS

- 9 The number of members with which the Company proposes to be registered is 10 but the Board of Directors may from time to time register an increase in members

- 10 The Board of Directors shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made
- 11 The provisions of sections 113, 121 and 128 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member
- 12 The Company is established for the purposes expressed in these Articles
- 13 The subscribers to the Memorandum of Association and such other persons as the Company shall admit to membership in accordance with such regulations as the Board of Directors shall make from time to time shall be members of the Company

GENERAL MEETINGS

- 14 The Company may hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Company and shall specify the meeting as such in the notices calling it
- 15 All Meetings, other than Annual General Meetings, shall be called General Meetings
- 16 The Board of Directors may whenever they think fit convene a General Meeting or in default General meetings may be convened by such requisitionists, as provided by sections 303, 304 and 305 of the Act
- 17 Fourteen days' notice in writing at the least of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit
- 18 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any meeting

PROCEEDINGS AT GENERAL MEETINGS

- 19 All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Directors and of the Auditors, the election of members of the Board of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors

- 20 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 1/3 or 4 (whichever is the greater number) of the members shall be a quorum.
- 21 A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the members in which all participants may communicate simultaneously with all other participants.
- 22 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 23 The Chair (if any) of the Board of Directors shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board of Directors, or if no such member be present, or if all the members of the Board of Directors present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
- 24 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 25 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members having the right to vote at the meeting or a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting that resolution has been carried, or carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 26 Subject to the provisions of Article 27, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 27 No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
- 28 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 29 The appointment of a proxy shall be in such form as is usual or which the Directors may approve.

30 Unless the appointment of a proxy indicates otherwise, it must be treated as

- 1) 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
- 2) appointing that person as a proxy in relation to any adjournment of the members' general meeting to which it relates as well as the meeting itself

31 The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Directors may

- 1) in the case of an instrument in writing be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- 2) in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting, or
 - (iii) in any invitation to appoint a proxy issued by the Company in relation to the meeting which is sent by electronic means,
- (iv) be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote
- 3) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded to the Chair or to the Secretary (if any) or to any Director,
 - (i) and any appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

32 An appointment of a proxy 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 the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment of a proxy by that member.

DECISIONS WITHOUT A MEETING WRITTEN MEMBERS' RESOLUTIONS

33 Subject to Article 34, a written resolution of the members of the Company passed in accordance with these Articles 33 to 38 shall have effect as if passed by the Company in a members' general meeting.

- 1) A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members
 - 2) A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution
 - 3) In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution
- 34 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution
- 35 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Companies Acts
- 36 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution
- 1) If the document is sent to the Company in hard copy form, it is authenticated if it bears the member's signature
 - 2) If the document is sent to the Company by electronic means, it is authenticated if it bears the member's signature
- 37 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 38 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

VOTES OF MEMBERS

- 39 Subject as hereinafter provided, every member shall have one vote
- 40 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his or her membership, shall be entitled to vote on any question at any General Meeting

BOARD OF DIRECTORS

- 41 The number of the members of the Board of Directors shall never be less than 2 and, until otherwise determined by a General Meeting, shall not be more than 7

- 42 The Board of Directors may from time to time and at any time appoint any member of the Company as a member of the Board of Directors, either to fill a casual vacancy or by way of addition to the Board of Directors, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.
- 43 No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Board of Directors.

POWERS OF THE BOARD OF DIRECTORS

- 44 The business of the Company shall be managed by the Board of Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.
- 45 The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body, provided always that in case the members of the Board of Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board of Directors for the purpose of admitting persons to membership of the Company, filling up vacancies on their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

- 46 The Secretary may be appointed by the Board of Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 270 and 274 of the Act shall apply and be observed.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

- 47 The office of a member of the Board of Directors shall be vacated
- 1) If a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors
 - 2) If he or she in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months
 - 3) If he or she ceases to be a member of the Company

- 4) If by notice in writing to the Company he or she resigns his or her office
- 5) If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986
- 6) If he or she is removed from office by a resolution duly passed pursuant to section 168 of the Act
- 7) If he or she fails without reasonable excuse to attend three consecutive meetings of the Board of Directors

ROTATION OF MEMBERS OF THE BOARD OF DIRECTORS

- 48 One-third of the members of the Board of Directors for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office either –
 - 1) at the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year or,
 - 2) if no Annual General Meeting is held at the meeting of the Directors at which the accounts of the Company are adopted
- 49 The members of the Board of Directors to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected among them by lot. The length of time a member has been in office shall be computed from his or her last election or appointment. A retiring member of the Board of Directors shall be eligible for re-election.
- 50 The Company may, at the meeting at which a member of the Board of Directors retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such a member shall have been put to the meeting and lost.
- 51 No person not being a member of the Board of Directors retiring at the meeting shall, unless recommended by the Board of Directors for election, be eligible for election to membership of the Board of Directors at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary or administrator notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his or her intention to propose such person to be proposed and of his or her willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
- 52 The Company may from time to time in General Meeting increase the number of members of the Board of Directors, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.

- 53 In addition and without prejudice to the provisions of section 168 of the Act, the Company may by Extraordinary Resolution remove any member of the Board of Directors before the expiration of his or her period of office and may by an Ordinary Resolution appoint another qualified member in his or her stead, but any person so appointed shall retain his or her office so long only as the member in whose place he or she is appointed would have held the same if he or she had not been removed

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 54 The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit provided that they meet at least 4 times a year, and determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Board of Directors shall never be less than 1/3 or 2 (whichever is the greater number) of the members of the Board of Directors Questions arising at any meeting shall be decided by a majority of votes In case of an equality of votes the Chair shall have a second or casting vote
- 55 A member of the Board of Directors may, and on the request of a member of the Board of Directors the Secretary or administrator shall, at any time, summon a meeting of the Board of Directors by notice served upon the several members of the Board of Directors A member of the Board of Directors who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 56 The Board of Directors shall from time to time elect a Chair who shall be entitled to preside at all meetings of the Board of Directors at which he or she shall be present, and may determine for what period he or she is to hold office, but if no such Chair be elected, or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Directors present shall choose one of their number to be Chair of the meeting
- 57 A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the regulations of the Company for the time being vested in the Board of Directors generally
- 58 The Board of Directors may delegate any of their powers to committees consisting of such member or members of the Board of Directors or others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by regulations made by the Board of Directors Any such committees shall report to the Board of Directors on any decisions taken as soon as possible No such committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Board of Directors
- 59 All acts bona fide done by any meeting of the Board of Directors or by any committee of the Board of Directors, or by any person acting as a member of the Board of Directors, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance of office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Directors
- 60 The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Company and of the Board of Directors and of committees of the Board of Directors, and all business transacted at such meetings,

and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

- 61 A resolution in writing signed or approved by letter, fax or email or other electronic means by all members for the time being of the Board of Directors or of any committee of the Board of Directors who are entitled to receive notice of a meeting of the Board of Directors or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Board of Directors or such committee (as the case may be)
- 62 A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other participants

ACCOUNTS

- 63 The Board of Directors shall cause proper books of account to be kept with respect to
- 1) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place,
 - 2) all sales and purchases of goods by the Company, and
 - 3) the assets and liabilities of the Company
- 64 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions
- 65 The books of account shall be kept at the registered office or at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the members of the Board of Directors
- 66 The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and/or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board of Directors, and no member (not being a member of the Board of Directors) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in General Meeting
- 67 The Directors shall comply with the requirements of the Companies Acts and any other applicable law as to keeping financial records, the audit or examinations or accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts
- 68 Subject to Article 69, the Company's statutory books and accounting records shall be open to inspection by Members during the usual business hours

- 69 The Company may in General Meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members

NOTICES

- 70 A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members or, subject to the provisions of Article 73 below, by electronic means
- 71 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or her shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company
- 72 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter
- 73 Subject to the provisions of the Companies Acts and these Articles
- 1) A document or information (including any notice) to be given, sent or supplied to any person pursuant to these Articles may be given, sent or supplied in hard copy form or in electronic form, a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement
 - 2) A document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement
 - 3) Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Company's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member
 - 4) Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed
 - 5) Where any document or information has been sent or supplied by the Company by electronic means and the Company receives notice that the message is undeliverable
 - a) if the document or information has been sent to a member and is notice of a members' general meeting of the Company or a copy of the annual report and accounts of the Company, the Company is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Company's register of members, but may in its discretion choose to do so, and

- b) in all other cases, the Company will send a hard copy of the document or information to the member's postal address as shown in the Company's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person
- 6) The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies

INDEMNITY

- 74 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board of Directors may otherwise be entitled, every member of the Board of Directors or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application on which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company