



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5570144

The Registrar of Companies for England and Wales hereby certifies that  
**UMBRELLA CONSULTANCY SERVICES LIMITED**

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 21st September 2005



N0 5570144E



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



**Companies House**

— *for the record* —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

5570144

Company name

UMBRELLA CONSULTANCY SERVICES  
LIMITED

I,

KEVIN MARK RENDLE

of

25 MANOR ROAD  
BRISTOL  
SOUTH GLOUCESTERSHIRE  
UNITED KINGDOM  
BS31 1RA

a

person named as a director of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the  
Companies Act 1985 in respect of the registration of  
the above company and of matters precedent and  
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



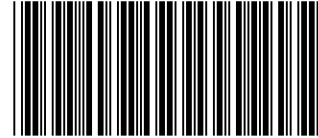
**Companies House**

— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**

Received for filing in Electronic Format on the: **21/09/2005**



XQ7D88VI

*Company Name  
in full:*

**UMBRELLA CONSULTANCY SERVICES  
LIMITED**

*Proposed Registered  
Office:*

**25 MANOR ROAD  
KEYNSHAM  
SOUTH GLOUCESTERSHIRE  
ENGLAND  
BRISTOL**

*memorandum delivered by an agent for the subscriber(s):* **No**

*Company Secretary*

*Name*

**PAULINE RENDLE**

*Address:*

**25 MANOR ROAD  
BRISTOL  
SOUTH GLOUCESTERSHIRE  
UNITED KINGDOM  
BS311RA**

*Consented to Act:* **Y**

*Date authorised* **21/09/2005**

*Authenticated:* **Y**

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*Director 1:*

*Name* **KEVIN MARK RENDLE**

*Address:* **25 MANOR ROAD  
BRISTOL  
SOUTH GLOUCESTERSHIRE  
UNITED KINGDOM  
BS311RA**

*Nationality:* **ENGLISH**

*Business occupation:* **NONE**

*Date of birth:* **24/12/1974**

*Consented to Act:* **Y** *Date authorised* **21/09/2005** *Authenticated:* **Y**

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*Authorisation*

*Authoriser Designation:* **SUBSCRIBER** *Date Authorised:* **20/09/2005** *Authenticated:* **Yes**

# Memorandum of Association

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COMPANY NUMBER:

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION of UMBRELLA CONSULTANCY SERVICES Limited.

1. The name of the company is UMBRELLA CONSULTANCY SERVICES Limited.
2. The registered office of the company is to be situated in England and Wales.
3. The objects of the company are to carry on business as a general commercial company. This clause 3 invokes section 3A of the Companies Act 1985. Without derogating from that section, the objects of the company include giving guarantees, making donations and gifts and holding or investing in property of any description whatsoever.
4. The liability of the members is limited to the amount (if any) for the time being unpaid on the share(s) held by the members.
5. The share capital of the company is GBP 10,000,000 divided into 10,000,000 Ordinary shares of GBP 1.00 each.
6. The subscriber to this memorandum of association whose name, address and signature appears following this clause 6, wishes to be formed into a company pursuant to this memorandum; and agrees to take the number of shares specified under the subscriber's name and address.

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**Full name of subscriber:** Kevin Mark Rendle

**Address of subscriber:** 25 Manor Road Bristol South Gloucestershire BS311RA United Kingdom

**Total number and type of shares  
to be taken by subscriber:**

1 Ordinary share of GBP 1.00 per share (fully paid)

**Signature of subscriber :**

X

**Date of signing:**

19th September 2005

**Full name of witness:**

**Signature of witness:**

X

**Address of witness:**

(Subscriber and  
witness to sign. Also  
insert date and  
witness name and  
address details)

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# Articles of Association

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**COMPANY NUMBER:**

**COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION of UMBRELLA CONSULTANCY SERVICES Limited**

## **1. Preliminary**

- 1.1 The regulations constituting Table A ('Table A') in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended at the date of incorporation of the company shall apply to the company except in so far as they are inconsistent with or excluded or varied by these articles.
- 1.2 Words and expressions defined in regulation 1 of Table A shall, unless the context indicates otherwise, have the same meaning in these articles as so defined.
- 1.3 References to 'the directors' shall, in the case of a company having a sole director, be construed as a reference to such sole director.

## **2. Share capital**

- 2.1 The share capital of the company as at the date of incorporation is set out in Schedule 1 at the end of these articles.
- 2.2 Subject to any contrary direction given by the company in general meeting and to the provisions of the Act, the unissued shares in the capital of the company as at the date of incorporation of the company, shall be under the control of the directors who, for a period of five years from the date of incorporation of the company, are generally and unconditionally authorised to allot, grant options over or otherwise dispose of them to such persons, at such times, in such manner and on such terms as they see fit.
- 2.3 Section 89(1) of the Act does not apply to the company.

## **3. Liens**

The lien conferred by regulation 8 of Table A shall attach to all shares whether fully paid or not registered in the name of any person who is indebted to or under a liability to the company and whether the person is sole or joint holder of the shares. Further, the lien shall attach to all distributions and other money or property attributable to the shares and shall be for all sums presently payable to the company by the person or the person's estate.

## **4. Transfer of shares**

- 4.1 Regulation 24 of Table A is amended by deleting the words 'which is not fully paid' from the first sentence and inserting instead the words 'in their absolute and unfettered discretion and without giving reasons'.
- 4.2 Regulation 25 of Table A is amended by replacing the words 'two months' with '21 days'.

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**5. Notice of general meetings**

Regulation 38 of Table A is amended by deleting the words 'or a resolution appointing a person as a director' from the first sentence and by deleting the words 'directors and' from the last sentence.

**6. Proceedings at general meetings**

The words 'by at least two members having the right to vote at the meeting; or' in paragraph (b) of regulation 46 of Table A are deleted and replaced with 'by any member having the right to vote at the meeting;' and paragraphs (c) and (d) of regulation 46 of Table A are deleted.

**7. Votes of members**

Regulation 54 of Table A is amended by deleting the words 'on a poll every member shall have one vote' and replacing them with the words 'on a poll every member who is present in person, by representative under section 375 of the Act, or by proxy shall have one vote'.

**8. Number of directors**

Regulation 64 of Table A is deleted and a new provision (with the same number) is inserted reading 'The minimum number of directors is one and unless otherwise determined by ordinary resolution there is no maximum number of directors. A sole director may exercise all of the powers and discretions given to the directors by these articles and by the Act.'.

**9. Appointment and retirement of directors**

9.1 The directors of the company are not subject to retirement by rotation and regulations 73 to 77 inclusive of Table A shall not apply. Regulation 67 of Table A is amended by deleting the words 'by rotation or otherwise' and regulation 78 of Table A is amended by deleting the words 'and may also determine the rotation in which any additional directors are to retire'. Regulation 79 of Table A is deleted.

9.2 The directors, or the company by ordinary resolution, may appoint as a director, either to fill a casual vacancy or as an additional director, any person who is willing to act, provided that the appointment does not cause the number of directors to exceed the number (if any) fixed as the maximum number of directors under these articles.

**10. Disqualification and removal of directors**

Regulation 81 of Table A is amended by deleting from paragraph (c) the words 'he is, or may be, suffering from' and replacing them with the words 'he is, or may be, in the opinion of the other directors, suffering from'.

**11. Proceedings of directors**

11.1 The quorum for the transaction of the business of the directors is two, except when there is only one director in office. A person who holds office as an alternate director shall, if the person's appointor is not present, be counted in the quorum. Regulation 89 of Table A is deleted. When the company has only one director he, she or it may exercise all the powers and discretions conferred on directors by these articles.

11.2 The fifth sentence of Regulation 88 of Table A is deleted and a new sentence is inserted in its place namely 'In the case of an equality of votes, the chairman shall not have a second or casting vote.'.



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- 11.3 A director may participate in a meeting of the directors or of a committee of the directors of which he, she or it is a member, by conference telephone, video link, internet chat room or other similar communication system by means of which all of the directors participating or represented in the meeting can hear or read each other's communications at the same time. Participation in a meeting in such a manner is treated as presence in person at the meeting.
- 11.4 Subject to any contrary provision in these articles, a director may vote at a meeting of the directors, or of a committee of the directors of which the director is a member, in respect of a resolution which concerns or relates to a matter in which the director has a direct or indirect interest, but the director nevertheless remains obliged to declare the director's interest in compliance with section 317 of the Act. Regulations 94 to 98 inclusive of Table A are deleted.

## **12. Minutes**

The directors shall cause minutes to be made in books kept for the purpose of all proceedings at general meetings as well as meetings of its directors. Regulation 100 of Table A is deleted.

## **13. The Seal**

- 13.1 Regulation 101 of Table A is amended by deleting the first two words (namely 'The seal') and replacing them with 'If the company has a seal, it'.
- 13.2 A document signed by a director and the company secretary, or by two directors and expressed (in whatever form of words) to be executed by the company, has the same effect as if executed under a company seal.

## **14. Notices**

Regulation 111 of Table A is amended by adding the sentence 'A notice shall be taken to be given in writing if sent by facsimile transmission.', immediately after the first sentence of the regulation.

## **15. Indemnity**

- 15.1 Regulation 118 of Table A is amended by inserting after the words 'or in which he is acquitted' the words 'or which are withdrawn or settled on terms which do not include an admission of a material breach of duty by him'.
- 15.2 Subject to the provisions of the Act, the directors may, at the company's expense, purchase and maintain insurance for the benefit of current or past directors, officers, employees or auditors of the company against any liability which may attach to them or any loss or expenditure which they may incur in relation to anything done or omitted by them (or alleged to have been done or omitted by them) in their role as a director, officer, employee or auditor.

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Schedule 1  
(Share capital as at date of incorporation)  
10,000,000 Ordinary share/s of GBP 1.00 per share

Full name of subscriber 1: Kevin Mark Rendle

Address of subscriber 1: 25 Manor Road Bristol South Gloucestershire BS311RA United Kingdom

Signature of subscriber 1: X

Date of signing: 19th September 2005

Full name of witness: \_\_\_\_\_

Signature of witness: X

Address of witness: \_\_\_\_\_

(Subscriber and  
witness to sign. Also  
insert date and  
witness name and  
address details)