

**FILE COPY**



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

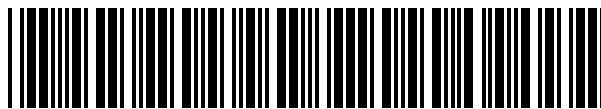
Company Number **15107552**

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

**FIELD BONDS SOUTHPORT LIMITED**

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

Given at Companies House, Cardiff, on **31st August 2023**



\*N15107552D\*



**Companies House**



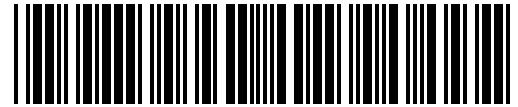
**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **30/08/2023**

XCAZJCRD

*Company Name in full:*

**FIELD BONDS SOUTHPORT LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**ENVIRONMENT HOUSE 1 ST MARKS STREET  
NOTTINGHAM  
UNITED KINGDOM NG3 1DE**

*Sic Codes:*

**68209**

*Company Director*      *1*

## ***Statement of Capital (Share Capital)***

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|                               |                 |                                 |          |
|-------------------------------|-----------------|---------------------------------|----------|
| <i>Class of Shares:</i>       | <b>ORDINARY</b> | <i>Number allotted</i>          | <b>1</b> |
| <i>Currency:</i>              | <b>GBP</b>      | <i>Aggregate nominal value:</i> | <b>1</b> |
| <i>Prescribed particulars</i> |                 |                                 |          |

### **FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS**

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#### **Statement of Capital (Totals)**

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|                  |            |                                       |          |
|------------------|------------|---------------------------------------|----------|
| <i>Currency:</i> | <b>GBP</b> | <i>Total number of shares:</i>        | <b>1</b> |
|                  |            | <i>Total aggregate nominal value:</i> | <b>1</b> |
|                  |            | <i>Total aggregate unpaid:</i>        | <b>0</b> |

## ***Initial Shareholdings***

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*Name:* **FLIELDBONDS LIMITED**

*Address* **ENVIRONMENT HOUSE 1 ST  
MARKS STREET  
NOTTINGHAM  
UNITED KINGDOM  
NG3 1DE**

*Class of Shares:* **ORDINARY**

*Number of shares:* **1**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***Persons with Significant Control (PSC)***

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**Statement of initial significant control**

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

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## ***Relevant Legal Entity (RLE) details***

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*Company Name:* **FLIELDBONDS LIMITED**

*Service Address:* **ENVIRONMENT HOUSE 1 ST MARKS STREET  
NOTTINGHAM  
UNITED KINGDOM  
NG3 1DE**

*Legal Form:* **PRIVATE COMPANY LIMITED BY SHARES**

*Governing Law:* **COMPANIES ACT 2006**

*Register Location:* **UK REGISTER OF COMPANIES**

*Country/State:* **UNITED KINGDOM**

*Registration Number:* **02509857**

|                          |   |
|--------------------------|---|
| <i>Nature of control</i> | <b>The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.</b>                                  |
| <i>Nature of control</i> | <b>The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.</b>   |
| <i>Nature of control</i> | <b>The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b> |



## ***Statement of Compliance***

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

*Name:* **FIELD BONDS LIMITED**  
*Authenticated* **YES**

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## ***Authorisation***

*Authoriser Designation:* **subscriber** *Authenticated* **YES**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of Association of FIELDBONDS SOUTHPORT LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

| Name of each subscriber | Authentication               |
|-------------------------|------------------------------|
| FIELDBONDS LIMITED      | Authenticated Electronically |

Dated: 30/08/2023

## **The Companies Act 2006**

### **Private Company Limited by Shares**

#### **ARTICLES OF ASSOCIATION**

**Of**

#### **Fieldbonds Southport Limited**

1. Introduction
  - 1.1. The articles ("Model Articles") contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 as amended as at the date of these articles shall apply to the company except in so far as they are excluded or varied by these articles.
  - 1.2. Any expression defined in Article 1 of the Model Articles shall bear the same meaning in these articles unless the context requires otherwise.
2. Directors' decisions
  - 2.1. In Article 14 of the Model Articles, in paragraph (1) there shall be substituted for the words following "in which a director is interested" the words "that director is to be counted as participating in the decision-making process for quorum and voting purposes provided that the director discloses the interest in accordance with either Section 177 or Section 182 of the Companies Act 2006 (as the case may be)".
  - 2.2. In Article 14 of the Model Articles, paragraphs (2) to (4) inclusive shall be omitted.
3. Appointment and removal of alternate directors
  - 3.1. Any director (the appointor) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:-
    - 3.1.1. Exercise that director's powers; and
    - 3.1.2. Carry out that director's responsibilities in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
  - 3.2. Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.
  - 3.3. The notice must:-
    - 3.3.1. Identify the proposed alternate; and
    - 3.3.2. In the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.
4. Rights and responsibilities of alternate directors

- 4.1. An alternate director has the same rights in relation to any directors' decision-making process (including any directors' meeting or part of a directors' meeting) as the alternate's appointor.
- 4.2. Except as the articles specify otherwise, alternate directors:-
  - 4.2.1. Are deemed for all purposes to be directors;
  - 4.2.2. Are liable for their own acts and omissions;
  - 4.2.3. Are subject to the same restrictions as their appointors; and
  - 4.2.4. Are not deemed to be agents of or for their appointors.
- 4.3. A person who is an alternate director but not a director:-
  - 4.3.1. May be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and
  - 4.3.2. May sign a written resolution (but only if it is not signed or to be signed by that person's appointor).
- 4.4. No alternate may be counted as more than one director for such purposes.
- 4.5. An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.
- 5. Termination of alternate directorship
  - 5.1. An alternate director's appointment as an alternate terminates:-
    - 5.1.1. When the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
    - 5.1.2. On the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
    - 5.1.3. On the death of the alternate's appointor; or
    - 5.1.4. When the alternate's appointor's appointment as a director terminates, except that an alternate's appointment as an alternate does not terminate when the appointor retires by rotation at a general meeting and is then re-appointed as a director at the same general meeting.
- 6. Issue of shares
  - 6.1. In Article 22 of the Model Articles, in paragraph (1) there shall be substituted for the words following "such rights or restrictions" the words "as may be determined by special resolution".

7. Secretary

- 7.1. The directors may appoint a secretary to the company for such period, for such remuneration and upon such conditions as they think fit and any secretary so appointed by the directors may be removed by them.