



**FILE COPY**

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

Company No. NI603295

The Registrar of Companies for Northern Ireland hereby certifies that

**ROBERT G. SINCLAIR & CO. LTD**

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

Given at Companies House on **27th May 2010**



**\*NNI603295H\***



*Companies House*  
— for the record —

# IN01

## Application to register a company

COMPANIES HOUSE  
FEE PAID £50  
BELFAST



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

☒ What this form is for  
You may use this form to register a  
private or public company

☒ What this form is NOT for  
You cannot use this form to re-  
a limited liability partnership  
this, please use form LL IN01

THURSDAY



JNI 27/05/2010 35  
COMPANIES HOUSE

### Part 1 Company details

→ Filling in this form  
Please complete in typescript or in  
bold black capitals  
  
All fields are mandatory unless  
specified or indicated by \*

#### A1 Company details

Please show the proposed company name below

Proposed company  
name in full ①

ROBERT G. SINCLAIR & CO. LTD

For official use

##### 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 is available at  
[www.companieshouse.gov.uk](http://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 guidance available  
on our website  
[www.companieshouse.gov.uk](http://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](http://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](http://www.companieshouse.gov.uk)

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**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 ①**

Please give the registered office address of your company

Building name/number	23
Street	BEDFORD STREET
Post town	BELFAST
County/Region	CO ANTRIM
Postcode	B T 2 T E J

**① 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 ①**

Please choose one option only and tick one box only

Option 1	<p>I wish to adopt one of the following model articles in its entirety Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares  <input type="checkbox"/> Private limited by guarantee  <input type="checkbox"/> Public company</p>
Option 2	<p>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</p> <p><input checked="" type="checkbox"/> Private limited by shares  <input type="checkbox"/> Private limited by guarantee  <input type="checkbox"/> Public company</p>
Option 3	<p><input type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p>

**① For details of which company type can adopt which model articles, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

**A8**

**Restricted company articles ①**

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

☐

**① Restricted company articles**

Restricted company articles are those containing provision for entrenchment For more details, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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

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

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

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

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

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

Title*	MR
Full forename(s)	ROBERT GERARD
Surname	SNICLAIR
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	
Street	'THE COMPANY'S REGISTERED OFFICE'
Post town	
County/Region	
Postcode	
Country	

**③ Service address**

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

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

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

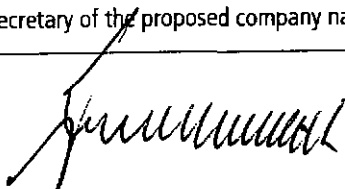
**B3****Signature ④**

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

Signature

Signature

X



X

**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 <sup>①</sup>**

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	
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 <sup>②</sup>**

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 <sup>③</sup>	
Registration number	

**② EEA**

A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://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 <sup>④</sup>	
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 <sup>⑤</sup>**

I consent to act as secretary of the proposed company named in <b>Section A1</b>	
Signature	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; padding: 5px; margin-right: 10px;">Signature</div> <div style="font-size: 2em; margin-right: 10px;">X</div> <div style="border: 1px solid black; padding: 5px; margin-right: 10px;">X</div> </div>

**⑤ Signature**

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

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**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)	ROBERT GERARD
Surname	SINCLAIR
Former name(s)②	
Country/State of residence③	N. IRELAND
Nationality	BRITISH
Date of birth	d 2 3 m 1 0 y 1 9 5 5
Business occupation (if any) ④	SOLICITOR.

**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	23
Street	BEDFORD STREET
Post town	BELFAST
County/Region	CO ANTRIM
Postcode	B T 2 7 E J
Country	N. IRELAND

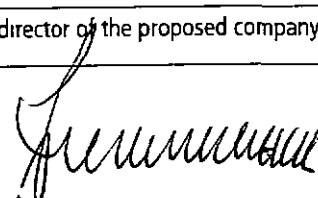
**⑤ Service address**

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

**⑥ Signature**

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

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**Director**

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	<p><b>① Appointments</b> Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p><b>② Former name(s)</b> 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><b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.</p> <p><b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p><b>Additional appointments</b> If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.		
Title*	MS	
Full forename(s)	VALERIE	
Surname	GIBSON	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	N. IRELAND	
Nationality	BRITISH	
Date of birth	<div>d</div> 2 <div>d</div> 8 <div>m</div> 0 <div>m</div> 8 <div>y</div> 1 <div>y</div> 9 <div>y</div> 7 <div>y</div> 1	
Business occupation (if any) <sup>④</sup>	SOLICITOR	

<b>D2</b>	<b>Director's service address <sup>⑤</sup></b>	<p><b>⑤ Service address</b> 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	23	
Street	BEDFORD STREET	
Post town	BELFAST	
County/Region	Co ANTRIM	
Postcode	B T 2 7 E J	
Country	N. IRELAND	

<b>D3</b>	<b>Signature <sup>⑥</sup></b>	<p><b>⑥ Signature</b> 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>Signature</div> <div>X</div> Valerie Gibson <div>X</div>	

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**Corporate director****E1 Corporate director appointments <sup>①</sup>**

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

Country

**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

**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 <sup>②</sup>**

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 <sup>③</sup>

Registration number

**② EEA**A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**E4 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 <sup>④</sup>If applicable, the  
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

**E5 Signature <sup>⑤</sup>**I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature

X

X

**⑤ Signature**

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



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**Part 3 Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee).

**F1 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
ORDINARY	£1.00	Nil	1000	£ 1000
				£
				£
				£
<b>Totals</b>			1000	£ 1,000

**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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
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

**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

ORDINARY SHARES

Prescribed particulars

1

- 1 Ordinary shares shall have full voting rights
- 2 Ordinary shares shall entitle holders full rights to participate in dividends as voted
- 3 Ordinary shares shall have full rights to participate in a distribution including on a winding up situation
4. Ordinary Shares may only be issued to a Solicitor.

**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 ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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**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 ROBERT SINCLAIR	ORDINARY	1000	STERLING	£1.00	NIL	£1000
Address 23 BEDFORD STREET BELFAST BT2 7EJ N. IRELAND.						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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## Part 4

## Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

→ **No** Go to **Part 5** (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

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

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### 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	

### 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

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**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 <sup>1</sup>**

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

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

**<sup>1</sup> 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

*[Handwritten Signature]*

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

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## Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> 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	

<b>H2</b>	<b>Statement of compliance delivered by an agent</b>	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="border: 1px solid black; display: inline-block; width: 100px; height: 1.2em; vertical-align: middle;"></div>	
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X



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## 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 DOROTHY KANE

Company name HOLDFAST LIMITED

T/A COMPANY REGISTRATION AGENTS

Address 138 UNIVERSITY STREET

Post town BELFAST

County/region CO ANTRIM

Postcode B T 7 1 H J

Country NORTHERN IRELAND

DX

Telephone 02890 329984

**Certificate**

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

- ☐ At the registered office address (Given in Section A6)  
☐ At the agents 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 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 of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'

**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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS  
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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# **Companies Act 2006**

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**Private Company Limited  
By Shares**

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## **Memorandum & Articles Of Association**

**Of**

**ROBERT G. SINCLAIR & CO. LTD**

# Companies Act 2006

Private Company Limited  
By Shares

## Memorandum of Association of

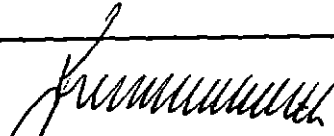
**ROBERT G. SINCLAIR & CO. LTD**

Each Subscriber to this Memorandum of Association wishes to form a Company under the Companies Act 2006 and agrees to become a member of the Company and to take at least one share.

**Name of each Subscriber**

**Authentication by each Subscriber**

ROBERT SINCLAIR  
Printed Name

  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

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Signature

Dated: 25-5-2010

# **Companies Act 2006**

## **Private Company Limited By Shares**

### **Articles of Association of**

#### **ROBERT G. SINCLAIR & CO. LTD**

##### **PRELIMINARY**

1. In these articles and in Model Articles Schedule 1.

"the Act" means the Companies Act 2006 and any statutory modification or re-enactment for the time being in force.

"Model Articles" means Model Articles for Companies Limited by shares Schedule 1.

"the 1976 Order" means the Solicitors (Northern Ireland) Order 1976 and any statutory modification or re-enactment for the time being in force thereof.

"solicitor" means a person qualified to act as a solicitor under Article 4 of the 1976 Order.

"the 2007 Regulations" means the Solicitors (Incorporated Practice) Regulations 2007.

"the Council", "practising certificate", "the roll" shall have the meaning assigned in the 1976 Order.

"recognised body" means a body corporate for the time being recognised by the Council under the 2007 Regulations as being a suitable body to undertake the provision of professional services such as are provided by individuals practising as solicitors.

"person" includes a body corporate.

2. Subject as hereinafter provided, the regulations contained in Model Articles Schedule 1 shall apply to the Company unless excluded or modified.
3. Regulations 5, 26(5) and 52 of Model Articles shall not apply to the Company, but the articles hereinafter contained and the remaining regulations of Model Articles, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

## SHARES

- 4.(a) The Company shall not have as a member any person who is not a solicitor or their executor or a recognised body.
- (b) (i) Subject to sub-paragraph 4(d) and 4(e) a member of the Company shall not hold any share for another person save as nominee for a solicitor or a recognised body who or which is himself or itself a member or officer of the Company or for a solicitor who is working in the practice of the body or for a controller appointed under Article 101 of the Mental Health (Northern Ireland) Order 1986 in respect of any such solicitor
- (ii) A member shall disclose to the Company the nature and extent of any interests in shares registered in his name and the persons by whom such interests are held. The Company shall maintain a record of the identity of all persons, other than the member in whose name a share is registered holding such interests. The record shall be kept in respect of each person on it for at least three years from the date on which that person ceased to hold any interest in any share in the practice
- (iii) A member of the Company shall not create any charge or other third party interest (save as permitted by sub-paragraph (e)(i) of this Article) over any share in the Company.
- (c) In paragraphs (d) and (e) of this Article references to the beneficial owner of a share do not include a person in whose name that share is registered and who beneficially owns that share.
- (d) (i) Where a member of the Company dies the Company shall ensure that any shares registered in his name at the time of his death are within twelve months of his death registered in the name of a solicitor or a recognised body or are acquired by the Company itself.
- (ii) A solicitor or a recognised body who or which is the personal representative of a deceased member of or beneficial owner of a share in the Company may elect to be entered in the register of members of the Company but no member shall hold any share as personal representative for longer than twelve months from the date of the death of the deceased.
- (iii) Where a beneficial owner of a share in the Company dies, a member may, notwithstanding sub-paragraph (b)(i) of this Article, continue to hold such share for the personal representative of the deceased for a period of not longer than twelve months from the date of death; provided that voting rights shall only be exercised in respect of any share held in reliance on this sub-paragraph where the only personal representative in respect of the deceased beneficial owner's interest in the share is a solicitor or a recognised body.
- (e) (i) Where one of the following specified events happens, that is to say: the name of a member of or a beneficial owner of a share in the

Company is struck off or removed from the roll or his practising certificate is suspended (including automatic suspension on bankruptcy) or expires without being renewed or (where such a member or beneficial owner is an recognised body) its recognition is revoked or expires (including automatic expiry on liquidation, making of an administration order or appointment of an administrative receiver); then

- (a) where the specified event happens in respect of a member, any share registered in his name may, notwithstanding paragraph (a) of this Article, remain so registered for a period of not longer than six months from the date of the specified event; provided that no voting rights shall be exercised in respect of any such share while it remains so registered; and
  - (b) where the specified, event happens in respect of a beneficial owner of a share, a member may, notwithstanding sub-paragraph (b)(i) of this Article, continue to hold such share for the beneficial owner, or as the case may be, his trustee in bankruptcy or liquidator for a period of not longer than six months from the date of the specified event; provided that no voting rights shall be exercised in respect of any share held in reliance on this sub-paragraph.
- (ii) A solicitor who is the trustee in bankruptcy or liquidator of a member of or a beneficial owner of a share in the Company may elect to be entered in the register of members of the Company but no member shall hold any share as trustee in bankruptcy or liquidator for longer than six months from the date of the bankruptcy order or winding up order as the case may be.
- (f) A member of the Company shall not exercise any voting rights in respect of any share held in breach of any part of the 2007 Regulations and the chairman of a meeting shall not accept any vote tendered in breach of this paragraph or paragraph (g) of this Article.
  - (g) For the purposes of attending and voting at meetings a member of the Company shall not appoint as a proxy or corporate representative any person other than a solicitor who is a working member or officer of or who is working in the practice of (a) the Company or (b) a recognised body. The Company shall so far as possible ensure that its members comply with this Article and Article 16.
5. Subject to the provisions of Article 6 and to any directions which may be given by the Company in general Meeting, the Directors may unconditionally exercise the power of the Company to allot equity securities (within the meaning of Article 560(1) of the 2006 Act) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they think proper, provided that no shares shall be issued at a discount.

## LIEN

6. (1) The Company has a first and paramount lien on all shares (whether or not such shares are fully paid) standing registered in the name of any person indebted or under any liability to the Company, whether he is the sole registered holder thereof or is one of two or more joint holders, for all moneys payable by him or his estate to the Company (whether or not such moneys are presently due and payable).
- (2) The Company's lien over shares:-
  - (a) takes priority over any third party's interest in such shares; and
  - (b) extends to any dividend or other money payable by the Company in respect of such shares and (if the Company's lien is enforced and such shares are sold by the Company) the proceeds of sale of such shares.
- (3) The directors may at any time decide that a share which is or would otherwise be subject to the Company's lien shall not be subject to it, either wholly or in part
- (4) (a) Subject to the provisions of this Article, if:-
  - (i) a notice of the Company's intention to enforce the lien ("lien enforcement notice") has been sent in respect of the shares; and
  - (ii) the person to whom the lien enforcement notice was sent has failed to comply with it, the Company may sell those shares in such manner as the directors decide.
- (b) A lien enforcement notice:-
  - (i) may only be sent in respect of shares if a sum is payable to the Company by the sole registered holder or one of two or more joint registered holders of such shares and the due date for payment of such sum has passed;
  - (ii) must specify the shares concerned;
  - (iii) must include a demand for payment of the sum payable within 14 days;
  - (iv) must be addressed either to the holder of such shares or to a person entitled to such shares by reason of the holder's death, bankruptcy or otherwise; and
  - (v) must state the Company's intention to sell the shares if the notice is not complied with.
- (c) If shares are sold under this Article:-
  - (vi) the directors may authorise any person to execute an instrument of transfer of the shares to the purchaser or a

- person nominated by the purchaser; and
  - (vii) the transferee is not bound to see to the application of the consideration, and the transferee's title is not affected by any irregularity in or invalidity of the process leading to the sale.
- (d) The net proceeds of any such sale (after payment of the costs of sale and any other costs of enforcing the lien) must be applied:-
  - (i) first, in payment of so much of the sum for which the lien exists as was payable at the date of the lien enforcement notice; and
  - (ii) second, in payment to the person entitled to the shares at the date of the sale, but only after the certificate for the shares sold has been surrendered to the company for cancellation or a suitable indemnity has been given for any lost certificates, and subject to a lien equivalent to the company's lien over the shares before the sale for any money payable in respect of the shares after the date of the lien enforcement notice.
- (e) A statutory declaration by a director or the secretary that the declarant is a director or the secretary and that a share has been sold to satisfy the Company's lien on a specified date:-
  - (iii) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share; and
  - (iv) subject to compliance with any other formalities of transfer required by these Articles or by law, constitutes a good title to the share.

#### TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share
8. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee.
9. The Company has power to purchase its own shares in accordance with 701 of the 2006 Act.

#### DIRECTORS

10. The number of Directors need not exceed one and regulation 11(2) of Model Articles shall be modified accordingly
11. The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 9 of the 2006 Act.
12. A Director shall not be required to hold any qualification shares in the Company.



## PROCEEDINGS OF DIRECTORS

13. (1) Subject to Article 3.2, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.
- (2) If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.
- (3) Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:-
- a. may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - b. may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
  - c. is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

## UNANIMOUS DECISIONS

14. Model Article 8(2) shall be amended by the deletion of the words "copies of which have been signed by each eligible director" and the substitution of the following "where each eligible director has signed one or more copies of it" in its place. Model Article 8(2) shall be read accordingly.

## ALTERNATE DIRECTORS

15. (1) (a) Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by a decision of the directors, to:-
- i. exercise that director's powers; and
  - ii. carry out that director's responsibilities,
- in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

(b) 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. The notice must:-

- i. identify the proposed alternate; and
- ii in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor.

(2) (a) An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Model Article 8, as the alternate's appointor.

(b) Except as these Articles specify otherwise, alternate directors:-

- i. are deemed for all purposes to be directors;
- ii. are liable for their own acts or omissions;
- iii. are subject to the same restrictions as their appointors; and
- iv. are not deemed to be agents of or for their appointors.

(c) A person who is an alternate director but not a director:-

- i. 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
- ii may sign or otherwise signify his agreement in writing to a written resolution in accordance with Model Article 8 (but only if that person's appointor has not signed or otherwise signified his agreement to such written resolution)

No alternate may be counted as more than one director for such purposes.

(d) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's appointor as the appointor may direct by notice in writing made to the Company.

(e) Model Article 20 is modified by the deletion of each of the references to "directors" and the replacement of each such reference with "directors and/or any alternate directors".

(3) An alternate director's appointment as an alternate terminates:-

- (a) when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
- (b) 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 office as director;
- (c) on the death of his appointor; or
- (d) when his appointor's appointment as a director terminates.

## MENTAL HEALTH

16. The Company shall not have as a Director a solicitor while he is a patient as defined by Article 97(1) of the Mental Health (Northern Ireland) Order 1986 and no voting rights shall be exercised in respect of any shares registered in the name of or beneficially owned by such a solicitor.

## MANAGEMENT AND CONTROL

17. The Company shall at all times be managed and controlled by solicitors or recognised bodies; provided that there shall be no breach of this Article where the Secretary of the Company is not a solicitor or a recognised body.

## NOTICES

18. Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the 2006 Act.

## INDEMNITY

19. Subject to the provisions of and so far as may be consistent with the 2006 Act but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.