



FILE COPY

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

Company Number **10628102**

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

**THE PSYCHOANALYTIC ASSOCIATION (UK)
LIMITED**

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

Given at Companies House on **20th February 2017**



N106281027



Companies House



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

IN01

Application to register a company



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

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

☒ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01. Do not
use this form if any individual person
with significant control is applying
or has applied for protection from
having their details disclosed on the
public register. Contact [enquiries@](mailto:enquiries@companieshouse.gov.uk)
companieshouse.gov.uk to get a
separate form

MONDAY



LD1 20/02/2017 #26
COMPANIES HOUSE



Part 1 Company details

A1

Company name

Check if a company name is available by using our name availability search

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

THE PSYCHOANALYTIC ASSOCIATION (UK) LIMITED

For official use

1 0 6 2 8 1 0 2

Filing 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 at
www.gov.uk/companieshouse

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 at
www.gov.uk/companieshouse

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 or private
companies that are charities are
eligible to apply for this. For more
details, please go to our website
www.gov.uk/companieshouse

IN01

Application to register a company

A4

Company type ①

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

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

① Company type

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

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities ②

| | | | | | |
|-----------------------|---|---|---|---|---|
| Classification code 1 | 8 | 5 | 4 | 2 | 2 |
| Classification code 2 | 8 | 5 | 5 | 9 | 0 |
| Classification code 3 | 9 | 4 | 1 | 2 | 0 |
| Classification code 4 | | | | | |

If you cannot determine a code, please give a brief description of the company's business activity below

Principal activity description

② Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website www.gov.uk/companieshouse

A6

Situation of registered office ③

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

③ 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

IN01

Application to register a company

A7**Registered office address ①**

| | | | | | | | | |
|----------------------|---|---|---|---|--|---|---|---|
| | Please give the registered office address of your company | | | | | | | |
| Building name/number | Devonshires Solicitors LLP | | | | | | | |
| Street | 30 Finsbury Circus | | | | | | | |
| | | | | | | | | |
| Post town | London | | | | | | | |
| County/Region | | | | | | | | |
| Postcode | E | C | 2 | M | | 7 | D | T |

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A6

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

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

A8**Articles of association ②**

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

② For details of which company type can adopt which model articles, please go to our website www.gov.uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles

A9**Restricted company articles ③**

| | | | | | | | |
|--|--|--|--|--|--|--|--|
| | Please tick the box below if the company's articles are restricted | | | | | | |
| | <input type="checkbox"/> | | | | | | |

③ Restricted company articles

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

IN01

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-C4.

Title*

Full forename(s)

Surname

Former name(s) ②

① Corporate appointments

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

Additional appointments

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

② Former name(s)

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

B2

Secretary's service address ③

Building name/number

Street

Post town

County/Region

Postcode

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.

IN01

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

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.gov.uk/companieshouse

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

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-E4 | |
| Title* | Mr |
| Full forename(s) | Noel Charles |
| Surname | Hess |
| Former name(s) ② | |
| Country/State of residence ③ | United Kingdom |
| Nationality | Australian |
| Month/year of birth ④ | <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <div> <div>m</div><div>0</div> <div>m</div><div>1</div> <div>y</div><div>1</div> <div>y</div><div>9</div> <div>y</div><div>5</div> <div>y</div><div>6</div> </div> |
| Business occupation (if any) ⑤ | Psychoanalyst and Clinical Psychologist |

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

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

| D2 Director's service address ⑥ | |
|--|---------------------------------|
| Please complete the service address below. You must also fill in the director's usual residential address in Section D4. | |
| Building name/number | The Company's Registered Office |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

Application to register a company

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

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

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

| | | | |
|----------------------|---------------------------------|--|--|
| D2 | | Director's service address ⑥ | |
| | | Please complete the service address below. You must also fill in the director's usual residential address in Section D4 | |
| Building name/number | The Company's Registered Office | | |
| Street | | | |
| Post town | | | |
| County/Region | | | |
| Postcode | | | |
| Country | | | |

⑥ Service address

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

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

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

IN01

Application to register a company

Corporate director**E1****Corporate director appointments ①**

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 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 EEAA full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse**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 ④If 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

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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**Statement of capital**

Complete the table(s) below to show the share capital

Complete a separate table for each currency (if appropriate) For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

Continuation pages

Please use a continuation page if necessary

| Currency <small>Complete a separate table for each currency</small> | Class of shares <small>E.g. Ordinary/Preference etc</small> | Number of shares | Aggregate nominal value (£, €, \$, etc) <small>Number of shares issued multiplied by nominal value</small> | Total aggregate amount to be unpaid, if any (£, €, \$, etc) <small>Including both the nominal value and any share premium</small> | |
|--|--|------------------|--|---|--|
| Currency table A | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| Totals | | | | | |
| Currency table B | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| Totals | | | | | |
| Currency table C | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| Totals | | | | | |
| Totals (including continuation pages) | | | Total number of shares | Total aggregate nominal value ① | Total aggregate amount unpaid ① |
| | | | | | |

① Please list total aggregate values in different currencies separately
For example £100 + €100 + \$10 etc

F2**Statement of capital** (Prescribed particulars of rights attached to shares)

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

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are

- 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

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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Application to register a company

| Class of share | | |
|-----------------------------|--|--|
| Prescribed particulars ① | | <p>① 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), andd whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p> |

IN01

Application to register a company

F3

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

| Subscriber's details | Class of share | Number of shares | Currency | Nominal value of each share | Amount (if any) to be unpaid on each share (including the nominal value and any share premium) | Amount to be paid on each share (including the nominal value and any share premium) |
|----------------------|----------------|------------------|----------|-----------------------------|--|---|
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |

12/11/14

12/11/14

IN01

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** People with significant control (PSC)

G1**Subscribers**

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

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

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

① Name

Please use capital letters

② Address

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

③ Amount guaranteed

Any valid currency is permitted

④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

| | |
|-----------------------------------|--|
| Forename(s) ① | Noel Charles |
| Surname ① | Hess |
| Address ② | c/o Devonshires Solicitors LLP, 30 Finsbury Circus London |
| Postcode | E C 2 M 7 D T |
| Amount guaranteed ③ | £1 00 |
| Class of member (if applicable) ④ | |

Subscriber's details

| | |
|-----------------------------------|--|
| Forename(s) ① | Philip John Harris |
| Surname ① | Roys |
| Address ② | c/o Devonshires Solicitors LLP, 30 Finsbury Circus London |
| Postcode | E C 2 M 7 D T |
| Amount guaranteed ③ | £1 00 |
| Class of member (if applicable) ④ | |

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Application to register a company

Subscriber's details

| | |
|--------------------------------------|--|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | |
| Amount guaranteed ③ | |
| Class of member (if applicable) ④ | |

Subscriber's details

| | |
|--------------------------------------|--|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | |
| Amount guaranteed ③ | |
| Class of member (if applicable) ④ | |

Subscriber's details

| | |
|--------------------------------------|--|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | |
| Amount guaranteed ③ | |
| Class of member (if applicable) ④ | |

Subscriber's details

| | |
|--------------------------------------|--|
| Forename(s) ① | |
| Surname ① | |
| Address ② | |
| Postcode | |
| Amount guaranteed ③ | |
| Class of member (if applicable) ④ | |

① Name

Please use capital letters

② Address

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

③ Amount guaranteed

Any valid currency is permitted

④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to

Part 6 Election to keep information on the public register

H1

Statement of initial significant control ①

- ☒ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

① Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in Sections H, I & J

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

- ☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

IN01

Application to register a company

Individual PSC

H3

Individual's details

Use Sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

| | |
|------------------------------|---|
| Title* | Mr |
| Full forename(s) | Noel Charles |
| Surname | Hess |
| Country/State of residence ① | United Kingdom |
| Nationality | Australian |
| Month/year of birth ② | <div> <div>X</div> <div>X</div> <div>m</div> <div>0</div> <div>y</div> <div>1</div> <div>9</div> <div>5</div> <div>6</div> </div> |

- ① **Country/State of residence**
This is in respect of the usual residential address as stated in Section H6
- ② **Month and year of birth**
Please provide month and year only

H4

Individual's service address ③

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

| | |
|----------------------|---------------------------------|
| Building name/number | c/o Devonshires Solicitors LLP, |
| Street | 30 Finsbury Circus |
| Post town | London |
| County/Region | |
| Postcode | E C 2 M 7 D T |
| Country | United Kingdom |

- ③ **Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.
- If you provide the individual's residential address here it will appear on the public record.

H7

Nature of control for an individual ①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☒ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply

H8

Nature of control by a firm over which the individual has significant control ①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

H9

Nature of control by a trust over which the individual has significant control ①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

① Tick each that apply

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

Individual PSC

H3**Individual's details**

Use Sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

| | |
|------------------------------|--|
| Title* | Mr |
| Full forename(s) | Philip John Harris |
| Surname | Roys |
| Country/State of residence ① | United Kingdom |
| Nationality | British |
| Month/year of birth ② | <div> <div>X</div> <div>X</div> <div> <div>m</div> <div>1</div> </div> <div> <div>m</div> <div>0</div> </div> <div> <div>y</div> <div>1</div> </div> <div> <div>y</div> <div>9</div> </div> <div> <div>y</div> <div>5</div> </div> <div> <div>y</div> <div>0</div> </div> </div> |

① Country/State of residence

This is in respect of the usual residential address as stated in Section H6

② Month and year of birth

Please provide month and year only

H4**Individual's service address ③**

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

| | |
|----------------------|---|
| Building name/number | c/o Devonshires Solicitors LLP |
| Street | 30 Finsbury Circus |
| Post town | London |
| County/Region | |
| Postcode | <div> <div>E</div> <div>C</div> <div>2</div> <div>M</div> <div>7</div> <div>D</div> <div>T</div> </div> |
| Country | United Kingdom |

③ Service address

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

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

H7

Nature of control for an individual ①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☒ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply

H8

Nature of control by a firm over which the individual has significant control ①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

H9

Nature of control by a trust over which the individual has significant control ①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

IN01

Application to register a company

Relevant legal entity (RLE)

| | | |
|--|--|--|
| 11 | | RLE details ① |
| Corporate or firm name | ① Registered or principal office address This is the address that will appear on the public record | |
| Building name/number | | |
| Street | | |
| Post town | | |
| County/Region | | |
| Postcode | | |
| Country | | |
| 12 | | Legal form and governing law |
| Please give details of the legal form of the RLE and the law by which it is governed If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register | | ② Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register |
| Legal form | | |
| Governing law | | |
| If applicable, register in which RLE is entered ② | | |
| Country/State ② | | |
| Registration number ② | | |

13

Nature of control for the RLE ①

Please indicate how the RLE has significant control over the company

① Tick each that apply

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

Nature of control by a firm over which the RLE has significant control ①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

① Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15

Nature of control by a trust over which the RLE has significant control ①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① **Principal office address**

This is the address that will appear on the public record

J3

Legal form and governing law

Legal form

Governing law

J4

Nature of control ①

Please show how the ORP has significant control over the company

① Tick each that apply

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

J5

Nature of control by a firm over which the ORP has significant control ①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

① Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

Nature of control by a trust over which the ORP has significant control ①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

③ Tick each that apply

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act.

K1

Election to keep secretaries' register information on the public register ①

☐ All subscribers elect to keep secretaries' register information on the public register

① Only applies if the proposed company will have a secretary

K2

Election to keep directors' register information on the public register

IMPORTANT

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ②

☐ All subscribers elect to keep directors' register information on the public register

② If the subscribers don't make this election, only the month and year of birth will be available on the public record

K3

Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

K4

Election to keep members' register information on the public register

IMPORTANT

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ All company will be a single member company (Tick if applicable)

K5

Election to keep PSC register information on the public register

IMPORTANT

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ③

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ④ within the notice period before making the election

③ If the subscribers don't make this election, only the month and year of birth will be available on the public record

④ Eligible person

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

Part 7 Consent to act**L1****Consent statement**

Please tick the box to confirm consent

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

Part 8 Statement about individual PSC particulars**M1****Particulars of an individual PSC ①**

Please tick the box to confirm

- ☒ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application

① Only tick this if you have completed details of one or more individual PSCs in Sections H3-H9

Part 9 Statement of compliance

This section must be completed by all companies

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

- **No** Go to **Section N1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section N2** (Statement of compliance delivered by an agent)

N1**Statement of compliance delivered by the subscribers ②**

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

② **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

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

IN01

Application to register a company

N2

Statement of compliance delivered by an agent

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

Agent's name Devonshires Solicitors LLP (REF NAO/AJC)

Building name/number 30 Finsbury Circus

Street London

Post town

County/Region

Postcode E C 2 M 7 D T

Country

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

Agent's signature

Signature

X *Neville Owen Jones*

X

**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
NAO/AJC

Company name
Devonshires Solicitors LLP

Address
30 Finsbury Circus

London

Post town

County/Region

Postcode
E C 2 M 7 D T

Country

DX
DX 33856 Finsbury Square

Telephone
020 7628 7576

**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 A7)
☒ At the agent's address (Given in Section N2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

**How to pay**

A fee is payable on this form

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

**Where to send**

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

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

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

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

Section 243 or 790ZF exemption

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below.
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

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

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

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF
THE PSYCHOANALYTIC ASSOCIATION (UK)
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.

Name of subscriber

Noel Charles BESS

Authentication by each subscriber




Philip John Harris ROYS

Dated: 20 FEBRUARY 2017

Company No: []

The Companies Act 2006

Private Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

THE PSYCHOANALYTIC ASSOCIATION (UK) LIMITED



30 Finsbury Circus

London EC2M 7DT

T +44 (0)20 7628 7576

F +44 (0)20 7256 7318

W www.devonshires.com

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE PSYCHOANALYTIC ASSOCIATION (UK) LIMITED
(the "Company")

INTRODUCTION

1. DEFINITIONS AND INTERPRETATION

1.1 In these Articles, unless the context otherwise requires

| Term | Meaning |
|--------------------------|---|
| Act | means the Companies Act 2006, |
| Articles | means the Company's articles of association for the time being in force, |
| Board | means the board of directors of the Company, |
| Business Day | means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business, |
| Conflict | means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company, |
| Eligible Director | means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 11, any director whose vote is not to be |

counted in respect of the particular matter),

Member means a member of the Company

- 1 2 Save as otherwise specifically provided in these Articles and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles
- 1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1 4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- (a) any subordinate legislation from time to time made under it, and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 6 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 7 The relevant model articles (within the meaning of section 20 of the Companies Act 2006) are excluded, shall apply to the Company, except in so far as they are modified or excluded by these Articles

2. OBJECTS

The objects for which the Company are established are to

- 2 1 promote and safeguard the professional and ethical practice of psychoanalysis across the United Kingdom,
- 2 2 act as a representative and membership body for psychoanalysts who practise in the United Kingdom,
- 2 3 provide training and education (including continuing professional development) in psychoanalysis for psychoanalysts and persons wishing to be psychoanalysts,
- 2 4 carry out any other acts which, in the opinion of the directors from time to time, improves the quality of psychoanalytic practice within the United Kingdom,

in such ways as the Board may see fit from time to time (including but not limited to making grants and/or funding such projects that the Board may deem suitable from time to time)

3. POWERS

In pursuance of the objects set out in article 2, the Company has the power to

- (a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company,
- (b) borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets,
- (c) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit,
- (d) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world,
- (e) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary,
- (f) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way,
- (g) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same,

- (h) enter into contracts to provide services to or on behalf of other bodies,
- (i) provide and assist in the provision of money, materials or other help,
- (j) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments,
- (k) incorporate subsidiary companies to carry on any trade, and
- (l) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in article 2

4. APPLICATION OF FUNDS

- 4 1 The income and property of the Company shall be applied solely in promoting the objects of the Company as set out in Article 2
- 4 2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to any member of the Company

5. WINDING UP

On the winding-up or dissolution of the Company, any assets or property that remains available to be distributed or paid to the Members shall not be paid or distributed to such Members but shall be transferred to another body (charitable or otherwise)

- (a) with objects similar to those of the Company, and
- (b) which shall prohibit the distribution of its or their income to its or their members to at least the same extent as the Company does,

such body to be determined by the Members at the time of winding-up or dissolution

6. GUARANTEE

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and

- (c) adjustment of the rights of the contributors among themselves

DIRECTORS

7 DIRECTORS' GENERAL AUTHORITY

Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

8. [MEMBERS' RESERVE POWER

8 1 The Members may, by special resolution, direct the directors to take, or refrain from taking, specified action

8 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution]

9. DIRECTORS MAY DELEGATE

9 1 Subject to the articles, the directors may delegate any of the power which are conferred on them under the articles -

- (a) to such person or committee,
- (b) by such means (including by power of attorney),
- (c) to such an extent,
- (d) in relation to such matters or territories, and
- (e) on such terms and conditions,

as they think fit

9 2 If the directors so specify, any such delegation may authorise further delegation of the directors' power by any person to whom they are delegated

9 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

10. COMMITTEES

10 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

10 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

11. DIRECTORS' COLLECTIVE DECISIONS

- 11 1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 12

12 UNANIMOUS DECISIONS IN WRITING

- 12 1 A decision of the directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter
- 12 2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing
- 12 3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting

13. CALLING A BOARD MEETING

- 13 1 Any director may call a board meeting by giving not less than [five] Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the company secretary (if any) to give such notice
- 13 2 Notice of a board meeting shall be given to each director in writing and must indicate
- (a) the meeting's proposed date and time,
 - (b) where it is to take place, and
 - (c) if it is anticipated that directors participating in the meetings will not be in the same place, how it is intended that they should communicate with each other during the meeting
- 13 3 A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the board meeting

14. QUORUM FOR BOARD MEETINGS

- 14 1 Subject to article 9 2, the quorum for the transaction of business at a meeting of directors is [any two Eligible Directors] The Board may increase this [??] or add other conditions within the Company's standing orders ***[To be discussed]***
- 14 2 For the purposes of any meeting (or part of a meeting) held pursuant to article 11 to authorise a Conflict, if there is only one Eligible Director in office other than the

Interested Director(s) (defined in article 17 1), the quorum for such meeting (or part of a meeting) shall be one Eligible Director

14 3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the Members to appoint further directors

15. PARTICIPATION IN DIRECTORS' MEETINGS

15 1 Subject to the articles, directors participate in a board meeting, or part of a board meeting, when

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting can hear and identify the others and can be heard and identified by them

15 2 In determining whether directors are participating in a board meeting, it is irrelevant where any director is or how they communicate with one another

15 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

16 CASTING VOTE

16 1 If the numbers of votes for and against a proposal at a board meeting are equal, the chairman or other director chairing the meeting shall have a casting vote

16 2 Article 16 1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director is not an Eligible Director for the purposes of that meeting (or part of a meeting)

17. DIRECTORS' CONFLICTS OF INTEREST

17 1 Subject to the provisions of the Companies Act 2006 and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may, notwithstanding his office or that, without the authorisation conferred by this article 17 1, he would or might be in breach of his duty under the Companies Act 2006 to avoid conflicts of interest, be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any undertaking in the same group as the Company, or in which the Company or any undertaking in the same group as the Company is otherwise interested

17 2 No director shall

- (a) by reason of his office, be accountable to the Company for any benefit which he derives from any office or employment, or from any transaction or arrangement, or from any interest in any undertaking, that is authorised under article 17 1 (and no such benefit shall constitute a breach of the duty under the Companies Act 2006 not to accept benefits from third parties, and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest of benefit),
- (b) be in breach of his duties as a director by reason only of his excluding himself from the receipt of information, or from participation in decision-making or discussion (whether at meetings of the directors or otherwise), that will or may relate to any office, employment, transaction, arrangement or interest that is authorised under article 17 1, or
- (c) be required to disclose to the Company, or use in relation to the Company's affairs, any confidential information obtained by him in connection with any office, employment, transaction, arrangement or interest that is authorised under article 17 1 if his doing so would result in a breach of a duty or an obligation of confidence owed by him in that connection

17 3 A general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the directors has an interest in any such transaction of the nature and extent so specified, and an interest of which a directors has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

17 4 The directors may, if the quorum and voting requirements set out below are satisfied, authorise any matter that would otherwise involve a director breaching his duty under the Companies Act 2006 to avoid conflicts of interest, and any director (including the director concerned) may propose that the director concerned be authorised in relation to any matter the subject of such a conflict provided that

- (a) such proposal and any authority given by the directors shall be effected in the same way that any other matter may be proposed to and resolved upon by the directors under the provisions of the articles, except that the director concerned and any other director with a similar interest
 - (i) shall not be counted for quorum purposes as participating in the decision-making process while the conflict is under consideration,

- (ii) may, if the other directors so decide, be excluded from participating in the decision-making process while the conflict is under consideration, and
 - (iii) shall not vote on any resolution authorising the conflict except that, if any such director does vote, the resolution will still be valid if it would have been agreed to if his votes has not been counted,
- (b) where the directors give authority in relation to such a conflict
- (i) they may (whether at the time of giving the authority or at any time or time subsequently) impose such terms upon the director concerned and any other director with a similar interest as they may determine, including, without limitation, the exclusion of that director and any other director with a similar interest from the receipt of information, or participation in any decision-making or discussion (whether at meetings of the directors or otherwise) related to the conflict,
 - (ii) the director concerned and any other director with a similar interest will be obliged to conduct himself in accordance with any terms imposed from time to time by the directors in relation to the conflict but will not be in breach of his duties as a director by reason of his doing so,
 - (iii) the authority may provide that, where the director concerned and any other director with a similar interest obtains information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use the information in relation to the company's affairs, where to do so would amount to a breach of that confidence,
 - (iv) the authority may also provide that the director concerned or any other director with a similar interest shall not be accountable to the company for any benefit that he receives as a result of the conflict,
 - (v) the receipt by the director concerned or any other director with a similar interest of any remuneration or benefit as a result of the conflict shall not constitute a breach of the duty under the Companies Act 2006 not to accept benefits from third parties,
 - (vi) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded), and
 - (vii) the directors may withdraw or amend such authority at any time

17 5 Subject to article 17 6, if a question arises at a board meeting or a meeting of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman, whose ruling in relation to any director other than the chairman is to be final and conclusive

17 6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

18. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

19. DIRECTORS' NUMBER AND COMPOSITION

Unless otherwise determined by ordinary resolution, the number of directors shall not be less than two nor more than eight

20. APPOINTMENT OF DIRECTORS

20 1 Any person who is willing and able to act as a director and is permitted by law to do so may be appointed as a director

(a) by an ordinary resolution, or

(b) by a decision of the directors

21. ALTERNATE DIRECTORS

No director may appoint another person to carry out their responsibilities and/or exercise their powers (that is, an alternate director)

22. TERMINATION OF DIRECTORS APPOINTMENT

22 1 A person ceases to be a director as soon as

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,

(b) a bankruptcy order is made against that person,

- (c) a composition is made with that person's creditors generally in satisfaction of that persons debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

23. DIRECTORS REMUNERATION

23.1 Directors may undertake any services for the Company that the directors decide

23.2 Directors are entitled to such remuneration as the directors determine

- (a) for their services to the Company as directors, and
- (b) for any other service which they undertake for the Company

23.3 Subject to the articles, a director's remuneration may

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

23.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day

23.5 Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested **[To be discussed]**

24. DIRECTORS' EXPENSES

24.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at

- (a) meetings of directors or committees of directors,

(b) general meetings, or

(c) separate meetings of the holders of debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

25 CHAIR

25 1 The directors shall appoint one of their members to be chair of board meetings, general meetings and of the Company

25 2 The directors may terminate the chairman's appointment at any time

26. SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

27 CHANGE OF COMPANY NAME

The name of the Company may be changed by

(a) a decision of the directors, or

(b) a special resolution of the Members,

or otherwise in accordance with the Act

28 APPLICATION FOR MEMBERSHIP

28 1 No person shall become a Member unless he has completed an application for membership in a form approved by the directors from time to time. A letter shall be sent to each successful applicant confirming their membership of the Company and the details of each successful applicant shall be entered into the Register of Members by the Company Secretary

28 2 The directors may establish different classes of Members and set out their respective rights and obligations

29. TRANSFER OF MEMBERSHIP

29 1 A Member may transfer his membership to another person providing such person fulfils the membership criteria set out in these Articles or elsewhere by signing an instrument of transfer in any usual form or in any form approved by the Directors and depositing such document at the registered office of the Company

---29 2 Following deposit of the instrument of transfer at the registered office, the Company Secretary shall, as soon as reasonably practicable, register the transferee in the Register of Members of the Company and notify the transferee of the date he becomes a Member

29 3 No fee shall be charged for registering the transferee in the Register of Members

29 4 When a Member dies or becomes bankrupt (if an individual) or goes into receivership, administrative receivership, administration, liquidation or other arrangement for the winding up of a company (if a company), the membership shall automatically pass to the personal representatives, trustee in bankruptcy, supervisor, receiver, administrator or administrative receiver (as appropriate) who may transfer such membership rights in accordance with the procedure set out in article 29 1

30 EXPULSION OF MEMBER

30 1 The directors may terminate the membership of any member without his consent by giving him written notice if, in the reasonable opinion of the directors

(a) he is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and directors into disrepute, or

(b) he has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole, or

(c) he has failed to observe the terms of these Articles [and the Rules]

Following such termination, the Member shall be removed from the Register of Members by the Company Secretary

30 2 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a Member

DECISION MAKING BY MEMBERS

31 VOTES OF MEMBERS

Subject to the Act, at any general meeting every Member who is present in person (or by proxy) shall on a show of hands have one vote and every Member present in person (or by proxy) shall on a poll have one vote

32. POLL VOTES

- 32 1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting
- 32 2 A poll on a resolution may be demanded at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 32 3 A poll may be demanded by
- (a) the chairman of the meeting,
 - (b) any director, or
 - (c) any two or more persons having the right to vote on the resolution
- 32 4 A demand for a poll may be withdrawn if the poll has not yet been taken and the chairman consents to its withdrawal.
- 32 5 A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made
- 32 6 Polls must be immediately and in such manner as the chairman of the meeting directs

33. PROXIES

- 33 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - (d) is delivered to the Company not less than 48 hours before the time appointed for holding the meeting to the adjourned meeting at which the right to vote is to be exercised and in accordance with the articles and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate
- 33 2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 33 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

- 33 4 Unless a proxy notice indicates otherwise, it must be treated as
- (a) 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
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
- 33 5 A proxy notice which is not delivered in accordance with articles 33 1 to 33 4 shall be deemed invalid unless the chairman acting in his discretion, accepts the notice at any time before the meeting

ADMINISTRATIVE ARRANGEMENTS

34. MEANS OF COMMUNICATION TO BE USED

- 34 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient
- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, [48] hours after it was posted [(or [five] Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least [five] Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider)],
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address,
 - (c) if properly addressed and sent or supplied by electronic means, [one] hour after the document or information was sent or supplied, and
 - (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day

- 34 2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act

35. RULES

The directors may establish rules governing matters relating to Company administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of members, membership fees and subscriptions and the admission criteria for members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail

36. COMPANY SEALS

- 36 1 Any common seal may only be used by the authority of the directors
- 36 2 The directors may decide by what means and in what form any common seal is to be used
- 36 3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- 36 4 For the purpose of this article, an authorised person is
- (a) any director of the company,
 - (b) the company secretary (if any), or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

37. INDEMNITY AND INSURANCE

- 37 1 Subject to article 28 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled
- (a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer
 - (i) in the actual or purported execution and/or discharge of his duties, or in relation to them[, and]
 - (ii) [in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act).]

including [(in each case)] any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him,

in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

- (b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 28(1)(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

37 2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly

37 3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

37 4 In this article

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
- (c) a "relevant officer" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)