

COMPANY NAME

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your proposed company is eligible to become a community interest company. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by...)
If the company makes any surplus it will be used for...	

(Please continue on separate continuation sheet if necessary.)

COMPANY NAME

SECTION C:

- We/I, the undersigned, declare that the company in respect of which this application is made will not be:
 - a political party;
 - a political campaigning organisation; or
 - a subsidiary of a political party or of a political campaigning organisation.⁴

SECTION D: SIGNATORIES

Each person who will be a first director of the company must sign the declarations.

Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>

(Please continue on separate continuation sheet if necessary.)

CHECKLIST

This form must be accompanied by the following documents:

- Memorandum of Association
- Articles of Association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- Form IN01- you need to indicate that the proposed company is adopting bespoke articles.
- Any completed continuation sheets
- A cheque for £35 made payable to Companies House

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

<input type="text"/>	
<input type="text"/>	
<input type="text"/>	
Tel	
DX Number	DX Exchange

COMPANY NUMBER	
SECTION C: STATEMENT REGARDING THE PROPOSED ALTERATION TO A COMMUNITY INTEREST COMPANY'S OBJECTS	
<p>1. We/I, the undersigned, declare that the company in respect of which this application is made will not be on the alteration of its objects:</p> <p>(a) a political party; (b) a political campaigning organisation; or (c) a subsidiary of a political party or of a political campaigning organisation.⁵</p>	
<p>2. We/I, the undersigned, declare that the following steps were taken to bring the proposed alteration of the objects of the company to the notice of persons affected by the company's activities.⁶ [<i>Insert a short description of the steps undertaken in the space below.</i>]</p>	

SECTION D: SIGNATORIES

Each person who is a director of the company must sign the declarations.⁷

Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

(Please continue on separate continuation sheet if necessary.)

CHECKLIST

These declarations must be accompanied by the following documents – have you included them with your application?

- (a) A Form CC04 to notify the change of the company's objects
- (b) A special resolution to alter the company's objects in its articles
- (c) A printed copy of the articles of the company, as altered
- (d) Any completed continuation sheets

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

COMPANY NAME	
COMPANY NUMBER	
Tel	
DX Number	DX Exchange

When you have completed and signed the form please send it to the Registrar of

Companies at:

Companies registered in England and Wales: Companies House, Crown Way, Cardiff, CF14 3UZ (DX 33050 Cardiff)

Companies registered in Scotland: Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh EH3 9FF (DX235 Edinburgh)

Companies registered in Northern Ireland: Companies House, 2nd Floor, The Linenhall, 32-38 Linenhall Street, Belfast, BT2 8BG

NOTES

¹ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

² The alteration of the articles of a community interest company with respect to the statement of the company's objects does not have effect except in so far as it is approved by the CIC Regulator (regulation 13 of the Community Interest Company Regulations 2005 ("the Regulations")).

³ The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

⁴ E.g. "the residents of Oldtown" or "those suffering from XYZ disease".

⁵ An "excluded company" cannot be a CIC. Regulation 6 of the Regulations further defines what is an excluded company (political party, political campaigning organisation or subsidiary of either). If you are unsure whether an entity falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and the related terms "election", "governmental authority", "public authority" and "referendum") in regulation 2 of the Regulations.

⁶ The CIC must deliver to the CIC Regulator a statement of the steps that have been taken to bring the proposed alteration of the objects to the notice of persons affected by the company's activities (regulation 14(1)(b) of the Regulations)

⁷ This is required by section 14(2) of the Regulations.

NM06

Request to seek comments of government department or other specified body on change of name

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name **JORDANS LIMITED**

Address **21 ST THOMAS STREET**

Post town **BRISTOL**

County/Region

Postcode **B S 1 6 J S**

Country

DX

Telephone

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- The company name and number match the information held on the public Register.
- You have provided the proposed name in section 2.
- You have ticked the box in section 2 if your name contains sensitive or restricted words.
- You have signed the form.

Important information

Please note that all information on this form will appear on the public record.

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.

Further information

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

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

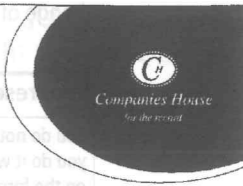
PRECEDENT 5.2

Form NE01

In accordance with Section 60 of the Companies Act 2006.

NE01

Exemption from requirement as to use of "limited" or "cyfyngedig" on change of name



What this form is for

You may use this form to drop "limited" or "cyfyngedig" from the company name if you are a company limited by guarantee.

What this form is NOT for

You cannot use this form to drop "limited" or "cyfyngedig" when incorporating a company.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number **0 9 3 4 5 6 7 8**

Existing company name in full **THE MELMOTTE TRUST LIMITED**

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

2 Statement

Please tick the box to confirm that the above company meets the conditions for exemption from the requirement to have the name ending with "limited" or "cyfyngedig" or a permitted alternative.

Only private companies limited by guarantee that meet specific requirements are eligible for this exemption. For further information please visit our website: www.companieshouse.gov.uk

3 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

Signature

X

This form may be signed by:
Director, Secretary, Person authorised, Director on behalf of a joint stock or non-joint stock company, Secretary on behalf of a joint stock or non-joint stock company, Principle officer on behalf of a joint stock or non-joint stock company, Manager on behalf of a joint stock or non-joint stock company, Charity commission receiver and manager, Judicial factor.

Person authorised
Under either section 270 or 274 of the Companies Act 2006.

- 7A.10: Directors' resolution to provisionally allot shares on a non-renounceable bonus issue
- 7A.11: Provisional offer letter to shareholder – non-renounceable bonus issue entitlement
- 7A.12: Directors' resolution to allot shares accepted – non-renounceable bonus issue
- 7A.13: Directors' resolution provisionally allot shares – renounceable bonus issue
- 7A.14: Provisional offer letter to shareholders – renounceable bonus issue
- 7A.15: Directors' resolutions approving acceptances/renunciations and allotting shares

GENERAL – COMPANIES ACT 2006

The 2006 Act made substantive changes relevant to the allotment of shares, for example companies incorporated on or after 1 October 2009 no longer have a limit of 'authorised capital'. However, for a company already in existence at that date, transitional and saving provisions retain important aspects of the previous position unless the members of the company choose to 'opt in' to the new more liberal regime (this usually requires the passing of relevant resolutions). This main part of this section (7A) assumes the company is subject to the full 2006 Act regime. Further comment on older companies is included at the end of the section.

Subscribers' shares

When a company limited by shares is incorporated, the subscriber(s) to the memorandum of association agree to take at least one share each in the company. The details of the number, class, denomination, nominal value and amount paid up and any sum remaining to be paid up on the shares taken is set out in Form IN01 (Application to register a company) or the electronic equivalent. On incorporation the subscriber(s) automatically become the first member(s) of the company and are entitled and bound to take the shares as stated in the Form IN01.¹

Nothing further is required to complete the issue of the subscriber shares, which happens by operation of law as the incorporation occurs. However, it is good practice to note the details of the subscriber(s) and the number of shares subscribed for by each at the first board meeting. The details should be recorded in the minutes of that meeting and should include whether the shares are being paid up at that stage, to what extent and by what means (eg full immediate payment of the nominal value in cash).

In the case of a public company, subscribers' shares must be paid up in cash;² in the case of a private company, they may be paid up in cash or other consideration. It is important that any non-cash consideration for subscriber shares has been correctly valued and that the taxation, accounting and any other implications of the use of non-cash consideration have been considered and correctly addressed.

Preconditions to allotment

Provisions of the articles

The provisions of the company's articles should be checked as they may include relevant provisions, for example:

¹ CA 2006, s 112.

² CA 2006, s 584.

- controls and restrictions on who is eligible to be a shareholder or how shares may be allotted (eg there may be pre-emption rights in favour of the current shareholders);
- disapplication of the Companies Act 2006 statutory pre-emption rights (see further below).

Statutory pre-emption rights (Companies Act 2006)³

The Companies Act 2006 gives existing shareholders a right of pre-emption in certain circumstances. The right applies to a proposed allotment of 'equity securities' which are ordinary shares (or rights to subscribe for, or convert securities into, ordinary shares). In this context, 'ordinary shares' are shares *other than* shares that, as respects dividend and capital, carry a right to participate only up to a specified amount in a distribution.⁴ Since most private companies have a class of ordinary shares (and often only that one class), the statutory pre-emption rights are potentially relevant to most allotments.

The statutory pre-emption rights do not apply to:

- the allotment of bonus shares;⁵
- a particular allotment of shares for non-cash consideration;⁶
- the allotment of shares for an employee scheme;⁷
- the allotment of shares that are not 'equity securities'.⁸

If the statutory pre-emption rights do apply the company must not allot equity securities unless it has made an offer to each shareholder who holds ordinary shares to allot to him a proportion of the securities that is equal to the proportion in nominal value he holds in the ordinary share capital of the company.⁹

Where a private company has only one class of shares, the statutory pre-emption rights may be excluded by a special resolution (subject to appropriate procedures being followed) or by a clause in the company's articles.¹⁰ It is common for companies to include such an exclusion clause in their articles.

See Precedent 7A.1: Provision in articles excluding statutory pre-emption rights.

For companies that have more than one class of shares, if the directors have a general authority to allot shares (see below), they can be empowered by special resolution to make an allotment pursuant to that authority as if the pre-emption rights did not apply to that allotment.¹¹ In such circumstances, the exclusion is tied to that authority and will expire when the authority expires. In addition the Act permits exclusion of the pre-emption rights by special resolution, where the directors have a general or specific authority to allot shares. There are further detailed requirements, such as a written supporting statement from the directors.¹²

³ CA 2006, ss 560–577.

⁴ CA 2006, s 548.

⁵ CA 2006, s 564.

⁶ CA 2006, s 565.

⁷ CA 2006, s 566.

⁸ CA 2006, s 561.

⁹ CA 2006, s 561.

¹⁰ CA 2006, s 569.

¹¹ CA 2006, s 570.

¹² See ss 571 and 572 for the detailed conditions and required procedures.

- in the case of an organisation, the name and address of an individual responsible for making the request on behalf of the organisation;
- the purpose for which the information is to be used; and
- whether the information is to be disclosed to any other person; and if so:
 - where that person is an individual, his name and address,
 - where that person is an organisation, the name and address of an individual, responsible for receiving the information on its behalf, and
 - the purpose for which the information is to be used by that person.

It is an offence for a person to knowingly or recklessly make in such a request a statement that is misleading, false or deceptive in a material particular. It is also an offence for a person in possession of information obtained by exercise of these rights of inspection and the provision of copies to do anything (or fail to do anything) that results in the information being disclosed to another person.

Where a company receives such a request for inspection or copies, it has the option of either complying with the request or applying to court on the basis that the inspection or copy is not sought for a proper purpose.³⁷ The company must either comply or apply to the court within 5 working days, so quick action is required, particularly if a court application is the desired route. There is no definition in the Act of what is a 'proper purpose', but the Institute of Chartered Secretaries and Administrators has issued a guidance note on this area, which contains some helpful suggestions about what they believe might, or might not, be regarded as a 'proper purpose' in this context (see www.icsa.org.uk).

Where a person inspects the register or the index of members' names, or the company provides a copy, the company must inform him of the most recent date when alterations were made to the register and no further alterations were made, and (in the case of the index, whether there is any alteration to the register not reflected in the index). Failure to comply is an offence.

Documents lodged for registration

The company secretary may receive a wide range of documents for registration in relation to the register of members.

It is of course important, before registering any such document, to be satisfied that:

- it is right to register it; and
- the document is an original or is a copy duly certified as such by a responsible person such as a solicitor.

In other than the smallest companies, it is usual to maintain a register of these documents which will be numbered serially and copies filed. The originals will be returned to the sender.

See **Precedent 7C.2** Register of documents.

See *Jordans Company Administration and Governance* at 6[1] *et seq*, for a description of the principal types of document and action to be taken on them. It is usual to endorse the document with a note that it has been registered with the company.

³⁷ CA 2006, ss 116–120.

See **Precedent 7C.3** Form of endorsement on documents registered.

The more common types of document are as follows.

Change of address. The company secretary may insist that it is in a legible form.

See **Precedent 7C.4** Example of notification of change of address.

Marriage. The marriage certificate will usually be exhibited. Such event may also occasion a change of address. Sometimes a marriage certificate may not be available, especially if contracted overseas, and in such cases a statutory declaration may be accepted. Civil partnerships (entered into under the formal legal provisions for civil partnerships) may also give rise to the need for similar entries in the register, the appropriate formal legal record of the partnership should be exhibited to the company.

Divorce. The final decree dissolving the marriage, issued by the court, will usually be exhibited. A change of name for one of the members and a change of address may be required in consequence.

Change of name. The deed poll will be exhibited in whatever form it has been drawn, but it is essentially a statutory declaration. A change of name resulting from assumption of a title may be evidenced by an extract from the *London Gazette* or similar authority.

See **Precedent 7C.5** Statutory declaration on change of name.

It is usual for share certificates to be sent to the company if the name of the shareholder changes. The company will note the new name on these and return them to the shareholder.

Power of attorney. The power may be either a general power or a special [restricted] power, amounting, perhaps, to a general proxy. It is good practice for the company to notify the supposed grantor of receipt of the power, to verify its authenticity.

See **Precedents 7C.6(1)** General power of attorney; **7C.6(2)** Specific but forming a general proxy.

See **Precedent 7C.7** Protective notice by company on receipt of power of attorney.

Personal capacity. There are legal protections for individuals in relation to their right to make their own decisions about their property, affairs and personal welfare and to plan ahead for a time when they may no longer wish to make those decisions themselves or may be incapable of doing so. These rules allow a person aged 18 or over to make a 'Lasting Power of Attorney' appointing another person to take decisions about their personal welfare or their property and financial affairs. It is the latter, a 'Property and Financial Affairs Lasting Power of Attorney', that may become relevant in relation to a shareholding in a company.

A Property and Financial Affairs Lasting Power of Attorney can only be used after it has been registered with the Office of the Public Guardian. For details of all relevant procedures and current forms and documents see the OPG website at www.publicguardian.gov.uk.

Note that separate arrangements exist for Scotland and Northern Ireland.

Note that the Mental Capacity Act 2005 replaces the Enduring Powers of Attorney Act 1985, so a pre-existing active Enduring Power of Attorney relating to a person's property and financial affairs cannot now be changed. However, an unregistered EPA can be registered with the OPG, to make it effective. It is also possible for a new Lasting Power of Attorney to be made to run alongside a pre-existing active EPA (the new document would be likely to deal with personal

7G REDEMPTION AND PURCHASE OF A COMPANY'S OWN SHARES

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Introduction

The Companies Act 2006 provisions relating to the purchase by a private limited company of its own shares came into force on 1 October 2009. They replace the previous Companies Act 1985 provisions.

A company may purchase its own shares, subject to the provisions of its own articles, if:

- the shares are fully paid;
- the purchase price is paid for at the time of purchase;
- after the purchase there will still be issued shares that are *not* redeemable shares; and
- all the procedures required under the Companies Act are followed.

Purchases out of distributable profits

A company must fund the purchase price for a purchase of its own share out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the purchase. This is subject to the special additional rules and procedures for a purchase funded out of capital (see below). Note that profits are the funds which must be deployed first, a capital payment may only be authorised and made if there are no available profits (or authorised to the extent that the profits available are inadequate, ie to make up the difference between profits and purchase price).

Purchase or redemption of shares out of capital

A purchase of own shares may be funded out of capital if:

- there are no available profits (or to the extent the profits are inadequate to fund the purchase price);
- provided there are no restrictions or prohibitions in the company's articles which prevent the payment out of capital; and

All the procedures required under the Companies Act are followed with regard to both a purchase of own shares in general and also those applicable where a payment out of capital is to be made.⁴⁶

Off-market purchase – procedure (Companies Act 2006)

A private company will be making what is known as an 'off-market' purchase. In order to do this, the terms of the contract for the purchase must be authorised by special resolution. This special resolution is subject to several special requirements:

- A copy of the contract (or if it is not in writing a memorandum of its terms containing specified details) must be made available to members:
 - in the case of a written resolution, by being sent or submitted to every eligible member (ie those entitled to vote) at or before the time at which the proposed resolution is sent or submitted to him;
 - if the special resolution is proposed at a general meeting, by being made available for inspection by the members both at the company's registered office for not less than 15 days ending with the date of the meeting and at the meeting itself.

The resolution is not effective if this is not complied with.

- Where the resolution is proposed as a written resolution, a member who holds shares to which the resolution relates is not an eligible member.

⁴⁶ CA 2006, ss 690–708.

together with all your rights and interests in these contracts and policies (including the benefit of all claims arising and all money payable under them);

(g) all your goodwill and uncalled share capital for the time being;

(h)

- all your Intellectual Property, present and future, including any Intellectual Property to which you are not absolutely entitled or to which you are entitled together with others;
- the benefit of all agreements and licences now or in the future entered into or enjoyed by you relating to the use or exploitation of any Intellectual Property in any part of the world;
- all trade secrets, confidential information and knowhow owned or enjoyed by you now or in the future in any part of the world;
- all trade debts now or in the future owing to you;
- all other debts now or in the future owing to you save for those arising on fluctuating accounts with associates (as defined in section 1152(3) of the Companies Act 2006);

(j) the benefit of all instruments, guarantees, charges, pledges and other rights now or in the future available to you as security in respect of any Asset itself subject to a fixed charge in our favour;

3.1.3 by way of floating charge:

- (a) all your Assets which are not effectively charged by the fixed charges detailed above; and
- (b) without exception all your Assets insofar as they are situated for the time being in Scotland;

but in each case so that you shall not without our prior written consent:

- create any mortgage or any fixed or floating charge or other security over any of the Floating Charge Assets (whether having priority over, or ranking *pari passu* with or subject to, this floating charge);
- take any other step referred to in clause 5.1 with respect to any of the Floating Charge Assets;
- sell, transfer, part with or dispose of any of the Floating Charge Assets except by way of sale in the ordinary course of business.

3.2 We may at any time crystallise the floating charge created in clause 3.1.3 into a fixed

charge, or subsequently reconvert it into a floating charge, by notice in writing given at any time by us to you in relation to any or all Floating Charge Assets, as we specify in the notice.

3.3 Subject to the rights of any prior mortgagee, you must:

3.3.1 deposit with us for our retention all title deeds and documents relating to all Assets charged by way of fixed charge under clause 3.1 including insurance and assurance policies;

execute and deliver to us any documents and transfers we require at any time to constitute or perfect an equitable or legal charge or a pledge (at our option) over any Securities, including uncertificated Securities within any clearing, transfer, settlement and/or depository system, and give any instructions and take any actions we may require to achieve this.

3.4 Unless and until this debenture becomes enforceable or we direct otherwise:

3.4.1 you may continue to exercise all voting and other rights attaching to Securities as long as you remain their registered owner;

3.4.2 if Securities are registered in our nominee's name, all voting and other rights attached to them will be exercised by the nominee in accordance with the instructions you issue from time to time. In the absence of instructions, the nominee will refrain from exercising any of these rights.

3.5 Any mortgage, fixed charge or other fixed security you create in our favour will have priority over the floating charge created by clause 3.1.3 unless we state otherwise on or after its creation.

Any debentures, mortgages or charges (fixed or floating) which you create in the future (except those in our favour) shall be expressed to be subject to this debenture and shall rank in order of priority behind the charges created by this debenture.

4. Collecting Receivables

4.1 You must collect and realise all Receivables and immediately on receipt pay all money which you receive in respect of them into your bank account with us, or into any other account designated by us, in each case on such terms as we may direct. Pending that payment, you will hold all money so received upon trust for us. You may not, without our prior written consent, charge, factor, discount, assign, postpone, subordinate or waive your rights in respect of any Receivable in favour of any other person or purport to do so.

4.2 If a credit balance on any account of yours with us includes proceeds of Receivables credited or transferred to that account, we shall have an absolute discretion whether to permit or refuse to permit you to utilise or withdraw that credit balance and we may in our sole discretion at any time transfer all or any part of that credit balance to any other account of yours with us or to an account in our own name.

4.3 If we release, waive or postpone our rights in respect of any Receivables for the purpose of enabling you to factor, discount or otherwise sell them to us or to a third party, the charges created by this debenture will in all other respects remain in full force and effect. In particular, all amounts due to you from us or the third party and any Receivables re-assigned or due to be re-assigned to you will be subject to the relevant fixed charge

PRECEDENT 11A.8

Register of directors

Type Company Number Here	
Surname BLUE <small>(or Corporate Name if appropriate)</small>	Date of resignation
Forename(s) PETER	
Any former Forenames or Surnames	
Residential Address THE HOLLIES <small>(or Registered or Principal Office if appropriate)</small> 25 RUFFORD ROAD DILSBOROUGH RUFFORDSHIRE RU3 9QE	
Nationality BRITISH	
Date of Birth [Date]	
Business Occupation CHARTERED ACCOUNTANT	
DATES OF:	
Appointment [Date]	Resignation or Cessation
Minute 37/80	Minute
Filing Particulars [Date]	Filing Particulars

Other Directorships

BLUE ASSOCIATES LTD

RUFFORD INDUSTRIES PLC

EDITOR'S NOTES

1. Other directorships do not include directorships in companies in the same group or dormant or overseas companies.

2. The date of resignation from another directorship must be recorded and the entry retained on the register for five years from that date (see CA 1985, s 289).

PRECEDENT 11A.9

Ordinary resolution to fix maximum number of directors*

ORDINARY RESOLUTION

(1) Wording for notice

The following Ordinary resolution is to be proposed:

'To fix the maximum number of directors at [insert number] pursuant to article [number] of the company's articles of association.'

(2) Ordinary Resolution

It is hereby resolved that (until otherwise decided by the company in general meeting pursuant to article [number] of the company's articles of association) the maximum number of directors of the company shall be [number].

EDITOR'S NOTE

The articles of some companies provide power for a maximum number of directors to be decided by ordinary resolution of the members.

PRECEDENT 11A.10

Wording for directors' report (retiring directors seeking re-appointment at AGM)*

DIRECTORS

[Name], appointed a director by resolution of the board since the last annual general meeting, retires at the annual general meeting in accordance with the articles of association.**

[Name] retires by rotation.***

Both being eligible, offer themselves for re-appointment.

EDITOR'S NOTE

- * This precedent is for use where the articles of the company still require the holding of an AGM and oblige directors to retire by rotation at that meeting/newly appointed directors to retire.
- ** Older forms of articles often required newly appointed directors, taking office through appointment by the board mid-year, to retire at the next AGM.
- *** This wording would be used if the articles still impose a general annual retirement by rotation regime for directors. This was once common and remains a provision in the articles of many private companies. The name(s) of all directors obliged to retire at the next AGM would be listed.

CH03 Change of secretary's details	
<p>Presenter information</p> <p>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.</p> <p>Contact name</p> <p>Company name</p> <p>Address</p> <p>Post town</p> <p>County/Region</p> <p>Postcode</p> <p>Country</p> <p>DX</p> <p>Telephone</p>	<p>Important information</p> <p>Please note that all information on this form will appear on the public record.</p> <p>Where to send</p> <p>You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:</p> <p>For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.</p> <p>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).</p> <p>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.</p>
<p>Checklist</p> <p>We may return forms completed incorrectly or with information missing.</p> <p>Please make sure you have remembered the following:</p> <p><input type="checkbox"/> The company name and number match the information held on the public Register.</p> <p><input type="checkbox"/> You have entered in section 3 the date of change of details.</p> <p><input type="checkbox"/> You have entered the relevant change of details.</p> <p><input type="checkbox"/> A new address must be a physical location. It cannot be a PO Box number (unless part of a full address), DX or LP (Legal Post in Scotland) number.</p> <p><input type="checkbox"/> You have signed the form.</p>	<p>Further information</p> <p>For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk</p> <p>This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk</p>

PRECEDENT 11F.8

Specimen role description for secretary*

Secretary of [name of company]

ROLE:

To ensure that the conduct of the company complies with all relevant requirements of company law, especially in relation to its administration and its public filing and record obligations; and to support the Chairman in ensuring the smooth functioning of the board of directors.

RESPONSIBILITIES:

- Ensuring that relevant legal requirements are drawn to the attention of the board and are complied with.
- Ensuring that the agenda is prepared and circulated and that minutes are taken and approved for any Annual or other General Meetings of the members of the company.
- Ensuring that all matters relating to the appointment and cessation of office of directors of the company are conducted in accordance with its articles of association.
- Ensuring that agendas for meetings of the board and its committees are prepared and circulated in good time, with any supporting papers.
- Ensuring that all necessary arrangements for meetings are made.
- Ensuring that minutes of meetings are taken and that, once approved, they are signed by the Chairman.
- Dealing with allotments and transfers of shares, as authorised by the board.**
- [Acting as Company Secretary.]
- [Ensuring statutory registers are kept which comply with company law requirements.]

DUTIES:

[Example:

The following duties may be delegated to staff*** in whole or part but it remains the responsibility of the Secretary to ensure that they are carried out:

- Receiving agenda items and papers from directors and relevant staff.
- Preparing agendas and other documents for General Meetings of the members of the company and meetings of the board and its committees with the Chairman and Chief Executive.
- Making all necessary arrangements for General Meetings of the members of the company and meetings of the board and its committees, including the circulation of agendas and other documents.
- Checking that a quorum is present at meetings.

CH03 Change of secretary's details

CH04 Change of corporate secretary's details

TM01 Termination of appointment of director

TM02 Termination of appointment of secretary

SH01 Return of allotment of shares

AR01 Annual Return.

The second filing will be placed on the register, updating the public record, but the original form will remain there too. Do not write 'amending form' on the second form filed. The form RP04 that is filed with the form containing the amended details acts as notice that this is a second filing that is providing correcting information.

It is necessary to use paper forms to make a second filing. Therefore it may be necessary to ascertain whether the company is registered at Companies House for PROTECTED Online Filing (PROOF), prior to making a second filing on a paper. Companies can voluntarily choose to register under the PROOF scheme. The scheme is designed to help companies protect themselves from fraudulent filings as it prevents individuals from filing certain paper forms. The forms covered by the PROOF scheme are: appointments, terminations, change of particulars of company officers, change of registered office address and the annual return. So if the second filing is in respect of one of these forms, a paper consent form will need to be completed. To obtain a paper consent form, call the contact centre at Companies House (see Appendix 6). Please note that the use of the paper consent form is limited by the terms and conditions applicable to PROOF.

Similar provisions apply to LLPs and in this case the relevant form to use for a second filing is form LL RP04.

See **Precedent 18.1** Form RP04 Second filing of a document previously delivered (and form AP01 as an example of a form that can be delivered with form RP04).

INFORMAL CORRECTION

This is only available in relation to the registration of charges. People who wish to take advantage of this provision must first agree to being contacted and to giving the Registrar whatever instructions are needed to correct a document. The Registrar must be satisfied that the person giving the instructions is authorised to do so. This involves setting up a password or code between Companies House and either the person who delivered the original filing or the person who authenticated it.

Where the Companies House receives a document that is incomplete or internally inconsistent, in order to be able to informally correct it Companies House may ask the person who is authorised to correct it to give the appropriate instructions.

An incomplete document is most likely to have information missing from it that the Registrar can insert once he has made enquiries of and received instructions from the person who delivered it. An example might be where the prescribed details on a 'Particulars of a mortgage or charge (MG01) form do not agree with those on the deed itself. An internally inconsistent document is where information contained within the document is inconsistent with other information delivered as part of the filing requirement.

REPLACING A DOCUMENT

The Registrar may accept a replacement for a document previously delivered only if the original filed document:

- did not meet the requirements of proper delivery; or
- contained unnecessary material.

It may be more difficult to convince Companies House that the document previously filed meets the necessary criteria to enable the filing of a replacement document. See the explanations above regarding 'proper delivery' and 'unnecessary material'.

The Registrar must be satisfied that the person delivering the replacement document is the person who delivered the original document or is the company or LLP to which the original relates. The replacement document must also comply with the requirements for proper delivery. If you wish to file a replacement document, you must send the replacement document accompanied by Form RP01 (or Form LL RP01 for an LLP). You can only file replacement documents on paper. So ascertain whether the company is registered at Companies House for PROOF and whether the document is of a type to which the PROOF scheme applies. If so obtain the necessary additional paper consent form from Companies House as outlined above.

It is not possible to deliver a replacement document where the original was delivered under the provisions of Companies Act 2006 relating to charges, e.g. the particulars of a charge. This is because there are already provisions made for the rectification of charges under ss 873 and 888 of the Companies Act 2006.

See **Precedent 18.2** Form RP01 Replacement of document not meeting requirements for proper delivery

RECTIFICATION OF THE REGISTER

The Registrar has power to remove from the Register certain material specified in the Registrar of Companies and Applications for Striking Off Regulations 2009, but this power only enables the material to be removed if it:

- derives from anything invalid or ineffective, or was done without the authority of the company or LLP; or
- is factually inaccurate or is derived from something that is factually inaccurate or forged.

This power is most likely to be used where a company has been fraudulently 'hijacked'. The appropriate form for this is Form RP02A or, in relation to a change of registered office, Form RP02B. Note that the Form RP02A can only be used to rectify information that has previously delivered on certain company forms (or their electronic equivalents) as listed on the Form RP02.

The power might also be used to remove certain documents or information derived from them when the documents are, or the information is, factually inaccurate (for instance, the wrong date of birth of a director).

See **Precedent 18.3** Form RP02A Application for rectification by the Registrar of Companies