FILE COPY



ON CHANGE OF NAME

Company No. 197459

The Registrar of Companies for Scotland hereby certifies that

KNOWLEDGE TRANSFORMATION INTERNATIONAL LIMITED

having by special resolution changed its name, is now incorporated under the name of

KNOCO LIMITED

Given at Companies House, Edinburgh, the 29th July 2003



CSC197459S





567 7026

COMPANIES ACT 1985



KNOWLEDGE TRANSFORMATION INTERNATIONAL LIMITED

COMPANY NUMBER: SC197454

Written Resolution pursuant to Section 381(a) of the Companies Act 1985 passed as a Special Resolution

WE, Walter Palen, Thomas Young, Nicholas Milton, Linda Elliot and James Godfrey Milton being all the members of the Company entitled to attend and vote at meetings of the Company hereby resolve that the following Resolution be and is hereby passed as a Special Resolution of the Company by way of Written Resolution:

Special Resolution

"That the name of the Company be and is hereby changed to KNOCO LIMITED"

WALTER PALEN

THOMAS YOUNG

NICHOLAS MILTON

lunda Elliot

LINDA ELLIOT

JAMES GODFREY MILTON

DATED THIS 22NO DAY OF JULY 2003

SCT SID5VN1B 0016
COMPANIES HOUSE 29/07/03

FILE COPY



OF A PRIVATE LIMITED COMPANY

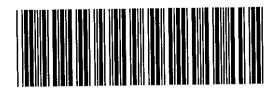
Company No. 197459

The Registrar of Companies for Scotland hereby certifies that

KNOWLEDGE TRANSFORMATION INTERNATIONAL LIMITED

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

Given at Companies House, Edinburgh, the 17th June 1999



NSC197459Q

Registrar Of Companies



JORDANS

21 St. Thomas Street, Bristol, BS1 6JS Telephone 0117 923 0600 Fax 0117 923 0063

Please complete in typescript, or in bold black capitals.

Declaration on application for registration

12

	197459
'n full	KNOWLEDGE TRANSFORMATION INTERNATIONAL LIMITED
SCT *SMYZ9H9A* 108 COMPANIES HOUSE 17/06/99	ANDREW COCKBURN signing on behalf
of	OSWALDS OF EDINBURGH LIMITED
† Please delete as appropriate.	do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with. And I make this solemn Declaration conscientiously believing the same to be
Declarant's signature	true and by virtue of the Statutory Declarations Act 1835.
Declared at	16 ST MICHAEL STREET BRECON POWYS LD3 9AB
on the	17 JUNE 1999
• Please print name. before me	GEORGE KEPPE
Signed .	Date 17/6/99

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

OSWALDS		
24 GREAT KING	STREET EDINBURGH	
EH3 6QN	Tel 0131 557 6966	
DX number	DX exchange	·

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff for companies registered in England and Wales

O

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland

THE COMPANIES ACTS 1985 to 1989



PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION OF

197459

KNOWLEDGE TRANSFORMATION INTERNATIONAL LIMITED

- 1. The Company's name is 'KNOWLEDGE TRANSFORMATION INTERNATIONAL LIMITED'
- 2. The Company's registered office is to be situated in Scotland.
- 3.1 The object of the Company is to carry on business as a general commercial company.
- 3.2 Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-
- 3.2.1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

- 3.2.2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.2.3 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 3.2.4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.2.5 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.2.6 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- 3.2.7 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

- 3.2.8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.2.9 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.2.10 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- 3.2.11 To subscribe for, take, purchase, 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 other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- 3.2.12 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 3.2.13 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 3.2.14 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 3.2.15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.2.16 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of

the Company credited as paid up in full or in part or otherwise as may be thought expedient.

- 3.2.17 To distribute among the members of the Company in kind any property of the Company of whatever nature.
- 3.2.18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- 3.2.19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.
- 3.2.20 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition.
- 3.2.21 To procure the Company to be registered or recognised in any part of the world.
- 3.2.22 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- 3.2.23 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.
- 3.2.24 AND so that:-

- 3.2.24.1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.
- 3.2.24.2 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- 3.2.24.3 In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 4. The liability of the members is limited.
- 5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

Names a	and addresses of Subscribers		er of shares taken h subscriber
1.	Jordans (Scotland) Limited 24 Great King Street Edinburgh EH3 6QN	One	Alin-Lle
2.	Oswalds of Edinburgh Limited 24 Great King Street Edinburgh EH3 6QN	i One	Alui-h
	Total sha	- res taken	Two

Company Registration Agent

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

197459

KNOWLEDGE TRANSFORMATION INTERNATIONAL LIMITED

1. PRELIMINARY

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.
- 1.2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

- 2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to Article 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not

capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this Article 2.2 shall have effect subject to section 80 of the Act.

- 2.3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

3. SHARES

- 3.1 The lien conferred by regulation 8 in Table A shall attach also to fully paidup shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
- 3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4. GENERAL MEETINGS AND RESOLUTIONS

- 4.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
- 4.2.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 4.2.2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

- 4.2.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.
- 4.2.3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 4.2.4 Regulations 40 and 41 in Table A shall not apply to the Company.
- 4.3.1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in Article 4.3.3 below.
- 4.3.2 Any decision taken by a sole member pursuant to Article 4.3.1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.
- 4.3.3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.
- 4.4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.
- 4.5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

APPOINTMENT OF DIRECTORS

- 5.1.1 Regulation 64 in Table A shall not apply to the Company.
- 5.1.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and

discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.

- The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 5.3 No person shall be appointed a director at any general meeting unless either:-
 - (a) he is recommended by the directors; or
- (b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- 5.4.1 Subject to Article 5.3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 5.4.2 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 5.1.2 above as the maximum number of directors and for the time being in force.
- 5.5 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to Article 5.4.1 above. For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder.

BORROWING POWERS

6.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

7. ALTERNATE DIRECTORS

7.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such

part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.

7.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

8. GRATUITIES AND PENSIONS

- 8.1.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- 8.1.2 Regulation 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 9.1.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 9.1.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.
- 9.1.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

10. THE SEAL

- 10.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.
- 10.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

NOTICES

- 11.1 Without prejudice to regulations 112 to 116 (inclusive) in Table A, the Company may give notice to a member by electronic means provided that:-
- 11.1.1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and
- 11.1.2 the electronic means used by the Company enables the member concerned to read the text of the notice.
- 11.2 A notice given to a member personally or in a form permitted by Article 11.1 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.
- 11.3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 11.1 above.
- 11.4 In this article "electronic" means actuated by electric, magnetic, electromagnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

12. INDEMNITY

- 12.1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.
- 12.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.
- 12.3 Regulation 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

13.1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company.

Names and addresses of Subscribers

Jordans (Scotland) Limited
 24 Great King Street
 Edinburgh
 EH3 6QN

Alir- L lui

Oswalds of Edinburgh Limited
 24 Great King Street
 Edinburgh
 EH3 6QN

Alin-L l

l'Salue over

Dated this 17th June 1999

Witness to the above Signatures:-

Cathie Balneaves 24 Great King Street

Edinburgh

EH3 6QN

Company Registration Agent

Printed and supplied by



JORDANS
21 St Thomas Street Bristol BS1 6JS Telephone: 0117 923 0600 Fax: 0117 923 0063



First directors and secretary and intended situation of

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh

or in bold black capitals.	registered office			
Notes on completion appear on final page				
		197459		
Company Name in full	KNOWLEDGE TR	ANSFORMATI	ion ino	TRNATIONAL
SCT *SMYZ8H99* 107 COMPANIES HOUSE 17/06/99				IMITED
Proposed Registered Office	24 GREAT	KING	STRE	357
(PO Box numbers only, are not acceptable)				
Post town	EDINBURGH			
County / Region			Postcode	EH36QN
If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.	X			
Agent's Name	OSWALDS			
Address	24 GREAT KING STI	REET		
Post town	EDINBURGH			
County / Region			Postcode	EH3 6QN
Number of continuation sheets attached				
Please give the name, address, telephone number and, if available, a DX number and	OSWALDS			
Exchange of the person Companies House should contact if there is any query.	24 GREAT KING ST	REET EDINB	URGH	
• • •	EH3 6QN	Tel 0131	557 6966	
	DX number	DX exchang	je	
	When you have complet Registrar of Companies Companies House, Crow for companies registered	at: vn Way, Cardiff,	, CF4 3UZ D	•

for companies registered in Scotland

OSE10.2

Company Secretary (see notes 1-5)

NA	ME *Style / Title	*Honours etc
* Voluntary details	Forename(s)	
	Surname	
P	revious forename(s)	
F	Previous surname(s)	
Ad Usual residential addres	dress	
For a corporation, give the registered or principal		
office address.	Post town	
	County / Region	Postcode
	Country	
		I consent to act as secretary of the company named on page 1
С	onsent signature	Date

Company Secretary

	NAME	*Style / Title	*	Honours etc	
* Voluntary details		Forename(s)			
		Surname	OSWALDS OF EDINBURGH I	LIMITED	
	Previou	us forename(s)			
Previous surname(s) Address					
			24 GREAT KING STREET		
Usual residential a For a corporation, g					
registered or princip office address.	rincipal	Post town	EDINBURGH		
		ounty / Region		Postcode	EH3 6QN
Country			SCOTLAND		
			I consent to act as secretary of the company named on page 1		
	Conse	ent si gh@NET9		(Authorised Signatory)	17/6/99
		OSWALDS	SED SIGNATORY OF S OF EDINBURGH LIMITED)		
			A MALE MEDICAL ELECTRICAL ESPECIAL PORTING CONT.		

Door

Directors (see notes 1-5) Please list directors in alphabetical ord	ler .					
NAME	*Style / Title			*Hono	ours etc	
* Voluntary details	Forename(s)					
	Surname	JOR	DANS (S	COTLA	J) (CV	IM (TED
Previo	ous forename(s)					
Previ	ous surname(s)					
Addres	s	24	GREAT	KING	STR	EE7
Usual residential address For a corporation, give the registered or principal						
office address.	Post town	EDINE	BURGH			
(County / Region				Postcode	EH36QN
	Country					
Date of	birth	Day	Month Year	Nationali	ity	
Busines	ss occupation					
Other d	irectorships					
		I consent t	o act as directo	r of the com	pany named	on page 1
Cons	ent signature SIGNED	AL	ir-Ld		Date	17/6/99
	/AI THARIS	ED SIGNAT	ORY OF			
This section is signed agent on behalf of all subscribers	by an Signed	LL	iv. L l		Date	17/6/99

Notes

 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

- 2. Directors known by another description:
 - A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.
- 3. Directors details:
 - Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

- 4. Other directorships:
 - Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Companies House

Companies House does not verify the accuracy of the information filed Search for companies or officers

KNOCO LIMITED

Company number SC197459

Registered office address 37 Portland Road, Kilmarnock, Ayrshire, KA1 2DJ

Company status
Active

Company type
Private limited Company

Incorporated on 17 June 1999

Accounts

Next accounts made up to 30 June 2019 due by 31 March 2020

Last accounts made up to 30 June 2018

Confirmation statement

Next statement date 17 June 2019 due by 1 July 2019

Last statement dated 17 June 2018

Nature of business (SIC)

• 70229 - Management consultancy activities other than financial management

Previous company names

Name Period

KNOWLEDGE TRANSFORMATION INTERNATIONAL LIMITED 17 Jun 1999 - 29 Jul 2003

Is there anything wrong with this page?

Companies House

Companies House does not verify the accuracy of the information filed Search for companies or officers

KNOCO LIMITED

Company number SC197459

Date	Туре	Description	View / Download
08 Nov 2018	AA	Micro company accounts made up to 30 June 2018	(4 pages)
19 Jun 2018	CS01	Confirmation statement made on 17 June 2018 with no updates	(3 pages)
10 Nov 2017	AA	Micro company accounts made up to 30 June 2017	(5 pages)
20 Jun 2017	CS01	Confirmation statement made on 17 June 2017 with updates	(6 pages)
10 Oct 2016	AA	Total exemption small company accounts made up to 30 June 2016	(7 pages)
23 Jun 2016	AR01	Annual return made up to 17 June 2016 with full list of shareholders Statement of capital on 2016-06-23	(4 pages)
		• GBP 1,000	
23 Jun 2016	TM02	Termination of appointment of Thomas Young as a secretary on 3 October 2015	(1 page)
05 May 2016	SH10	Particulars of variation of rights attached to shares	(2 pages)
05 May 2016	SH08	Change of share class name or designation	(2 pages)
05 May 2016	RESOLUTIONS	Resolutions	(23 pages)
2010		 RES12 - Resolution of varying share rights or name RES01 - Resolution of adoption of Articles of Association 	
23 Oct 2015	TM01	Termination of appointment of Thomas Young as a director on 3 October 2015	(1 page)
04 Sep 2015	AA	Total exemption small company accounts made up to 30 June 2015	(8 pages)
19 Jun 2015	AR01	Annual return made up to 17 June 2015 with full list of shareholders Statement of capital on 2015-06-19	(4 pages)
		• GBP 1,000	
29 Aug 2014	AA	Total exemption small company accounts made up to 30 June 2014	(8 pages)
24 Jun 2014	AR01	Annual return made up to 17 June 2014 with full list of shareholders Statement of capital on 2014-06-24	(4 pages)

• GBP 1,000

17 Jun 2014	MR04	Satisfaction of charge 1974590001 in full	(1 page)
07 Oct 2013	AA	Total exemption small company accounts made up to 30 June 2013	(8 pages)
19 Jun 2013	AR01	Annual return made up to 17 June 2013 with full list of shareholders	(4 pages)
25 Apr 2013	MR01	Registration of charge 1974590001	(5 pages)
05 Sep 2012	AA	Total exemption small company accounts made up to 30 June 2012	(7 pages)
18 Jun 2012	AR01	Annual return made up to 17 June 2012 with full list of shareholders	(3 pages)
18 Jun 2012	AD01	Registered office address changed from Po Box 5 37 Portland Road Kilmarnock East Ayrshire KA1 2DJ on 18 June 2012	(1 page)
04 Jan 2012	AA	Total exemption small company accounts made up to 30 June 2011	(8 pages)
20 Jun 2011	AR01	Annual return made up to 17 June 2011 with full list of shareholders	(3 pages)
25 Oct 2010	AA	Total exemption small company accounts made up to 30 June 2010	(7 pages)

Is there anything wrong with this page?

Companies House

Companies House does not verify the accuracy of the information filed Search for companies or officers

KNOCO LIMITED

Company number SC197459

			View /
Date	Type	Description	Download
05 Jul 2010	AR01	Annual return made up to 17 June 2010 with full list of shareholders	(4 pages)
05 Jul 2010	CH01	Director's details changed for Thomas Young on 17 June 2010	(2 pages)
05 Jul 2010	CH01	Director's details changed for Dr Nicholas Milton on 17 June 2010	(2 pages)
05 Jul 2010	CH03	Secretary's details changed for Thomas Young on 17 June 2010	(1 page)
16 Mar 2010	AA	Total exemption small company accounts made up to 30 June 2009	(7 pages)
17 Jul 2009	363a	Return made up to 17/06/09; full list of members	(4 pages)
19 Nov 2008	AA	Total exemption small company accounts made up to 30 June 2008	(7 pages)
16 Jul 2008	363a	Return made up to 17/06/08; full list of members	(4 pages)
02 Dec 2007	AA	Total exemption small company accounts made up to 30 June 2007	(8 pages)
29 Jun 2007	363a	Return made up to 17/06/07; full list of members	(3 pages)
29 Jun 2007	288c	Director's particulars changed	(1 page)
28 Nov 2006	AA	Total exemption small company accounts made up to 30 June 2006	(6 pages)
30 Jun 2006	363s	Return made up to 17/06/06; full list of members	(7 pages)
07 Sep 2005	AA	Total exemption small company accounts made up to 30 June 2005	(8 pages)
29 Jun 2005	363s	Return made up to 17/06/05; full list of members	(8 pages)
20 Aug 2004	AA	Total exemption small company accounts made up to 30 June 2004	(7 pages)
29 Jun 2004	363s	Return made up to 17/06/04; full list of members	(8 pages)
05 Feb	AA	Total exemption small company accounts made up to 30 June 2003	(7 pages)

6/13/2019 2004		KNOCO LIMITED - Filing history (free information from Companies House)	
29 Jul 2003	CERTNM	Company name changed knowledge transformation interna tional LIMITED\certificate issued on 29/07/03	(2 pages)
23 Jul 2003	288b	Director resigned	(1 page)
23 Jul 2003	288b	Director resigned	(1 page)
28 Jun 2003	363s	Return made up to 17/06/03; full list of members	(9 pages)
13 Jan 2003	AA	Total exemption small company accounts made up to 30 June 2002	(7 pages)
08 Jul 2002	363s	Return made up to 17/06/02; full list of members	(9 pages)
19 Oct 2001	AA	Total exemption small company accounts made up to 30 June 2001	(7 pages)

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Companies House

Companies House does not verify the accuracy of the information filed Search for companies or officers

KNOCO LIMITED

Company number SC197459

Date	Туре	Description	View / Download
02 Jul 2001	363s	Return made up to 17/06/01; full list of members	(8 pages)
29 May 2001	88(2)R	Ad 08/07/99£ si 998@1	(2 pages)
13 Mar 2001	AA	Accounts for a small company made up to 30 June 2000	(6 pages)
13 Mar 2001	287	Registered office changed on 13/03/01 from: suite e 319 edinburgh house princess square east kilbride G74 1LJ	(1 page)
13 Mar 2001	288a	New secretary appointed	(2 pages)
13 Mar 2001	288b	Secretary resigned	(1 page)
17 Jul 2000	363s	Return made up to 17/06/00; full list of members	(7 pages)
18 Aug 1999	288a	New director appointed	(2 pages)
18 Aug 1999	288a	New director appointed	(2 pages)
23 Jul 1999	288b	Director resigned	(1 page)
23 Jul 1999	288b	Secretary resigned	(1 page)
23 Jul 1999	288a	New director appointed	(2 pages)
23 Jul 1999	288a	New director appointed	(2 pages)
23 Jul 1999	287	Registered office changed on 23/07/99 from: 24 great king street edinburgh midlothian EH3 6QN	(1 page)
23 Jul 1999	288a	New secretary appointed	(2 pages)
17 Jun 1999	NEWINC	Incorporation	(19 pages)

Is there anything wrong with this page?

Companies House

Companies House does not verify the accuracy of the information filed Search for companies or officers

KNOCO LIMITED

Company number SC197459

- Officers
- Persons with significant control (https://beta.companieshouse.gov.uk/company/SC197459/persons-with-significant-control)

Filter officers



Current officers

Apply filter

8 officers / 7 resignations

MILTON, Nicholas John, Dr

Correspondence address 37 Portland Road, Kilmarnock, Ayrshire, Scotland, KA1 2DJ

Role Active Director

Date of birth October 1955

Appointed on 12 July 1999

Nationality British

Country of residence England

Occupation Management Consultant

CAMERON, Malcolm Keith Macaulay

Correspondence address Flat 4 Kelvinside House, 2 Beaconsfield Road, Glasgow, Lanarkshire, G12 0PW

Role Resigned Secretary

Appointed on 17 July 1999

Resigned on 6 March 2001

YOUNG, Thomas

Correspondence address 37 Portland Road, Kilmarnock, Ayrshire, Scotland, KA1 2DJ

Role Resigned Secretary

Appointed on 6 March 2001

Resigned on 3 October 2015

Nationality British

OSWALDS OF EDINBURGH LIMITED

Correspondence address 24 Great King Street, Edinburgh, EH3 6QN

Role Resigned Nominee Secretary

Appointed on 17 June 1999

Resigned on 17 June 1999

KUHEL, Anthony

Correspondence address 6430 Windy Willow Drive, Solon, Ohio, Usa, 44139

Role Resigned Director

Date of birth August 1947

Appointed on 17 July 1999

Resigned on 16 July 2003

Nationality American

Occupation Man Consultant

PALEN, Walter

Correspondence address 20723 Princes Creek Drive, Katy, Texas 77450, Usa

Role Resigned Director

Date of birth October 1953

Appointed on 12 July 1999

Resigned on 16 July 2003

Nationality American

Occupation Management Consultant

YOUNG, Thomas

Correspondence address 37 Portland Road, Kilmarnock, Ayrshire, Scotland, KA1 2DJ

Role Resigned Director

Date of birth September 1955

Appointed on 17 July 1999

Resigned on 3 October 2015

Nationality British

Country of residence United Kingdom

Occupation Man Consultant

JORDANS (SCOTLAND) LIMITED

Correspondence address 24 Great King Street, Edinburgh, EH3 6QN

Role Resigned Nominee Director

Appointed on 17 June 1999

Resigned on 17 June 1999

Is there anything wrong with this page?



for the record —— Company Name

INTERNATIONAL LIMITED

Company Type **Private Company Limited By Shares** Company Number

SC197459 Information extracted from Companies House records on

2nd June 2000

KNOWLEDGE TRANSFORMATION 363s Annual Return

- > Please check the details printed in blue on this, statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capita

Section 1: Company details



COMPANIES HOUSE

17/07/00

Ref: SC197459/01/01	Current details	Amended details
> Registered Office Address If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Suite E 319 Edinburgh House Princess Square East Kilbride G74 1LJ	UK Postcode
> Register of Members If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address where the Register is held At Registered Office	Address UK Postcode
> Register of Debenture Holders If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Not Applicable	Address UK Postcode
> Principal Business Activities If no entries are shown, please enter principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.		SIC CODE Description 7414 MANAGEMENTO BUSINES CONSULTANCY
	9 1	

Company Number - SC197459 Section 2: Details of Officers of the Company

	Current details	Amended details
> Company Secretary If any of the details for this	Name Malcolm Keith Macaulay CAMERON	Name
person are wrong, strike them through and fill in the correct details in the "Amended details" column.		Address
	Address Flat 4 Kelvinside House 2 Beaconsfield Road Glasgow Lanarkshire G12 0PW	
		<u></u>
		UK Postcode
Particulars of a new		Date Malcolm Keith Macaulay
Company Secretary must		CAMERON
be notified on form 288.		ceased to be secretary (if applicable).
> Director If any of the details for this	Name Anthony KUHEL	Name
person are wrong, strike them through and fill in the		Address
correct details in the "Amended details" column.	Address 6430 Windy Willow Drive	
	Solon	
	Ohio Usa	
	44139	UK Postcode
	Data of black carrotte at	Date of birth / / Nationality
	Date of birth 04/08/1947 Nationality American	
		Date of change / /
Particulars of a new Director	Occupation Man Consultant	Date Anthony KUHEL ceased to be
must be notified on form		director (if applicable)
288. > Director	Name	Name
If any of the details for this person are wrong, strike	Dr Nicholas MILTON PHD	
them through and fill in the		Address
correct details in the "Amended details" column.	Address The Old Bakery	
	Lower North Street	L
	Cheddar Somerset	
	BS27 3HA	UK Postcode
		Date of birth / / /
	Date of birth 26/10/1955	Nationality
	Nationality British Occupation Management Consultant	Occupation
Danting dame of a many Division		Date of change / / /
Particulars of a new Director must be notified on form		Date Dr Nicholas MILTON PHD ceased to be director (if applicable)
288.		

Company Number - SC197459	Section 2: Details of Officers of the Company (continued)		
	Current details	Amended details	
> Director If any of the details for this	Name Walter PALEN	Name	
person are wrong, strike them through and fill in the correct details in the "Amended details" column. Particulars of a new Director	Address 20723 Princes Creek Drive Katy Texas 77450 Usa Date of birth 31/10/1953 Nationality American Occupation Management Consultant	Address UK Postcode Date of birth Nationality Occupation Date of change _ / _ / Date Walter PALEN ceased to be	
must be notified on form 288.	Consultant	director (if applicable)	
> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Name Thomas YOUNG	Name	
	Address 2 Welland Place East Kilbride Glasgow	Address	
	Lanarkshire G75 8QY	UK Postcode	
	Date of birth 24/09/1955	Nationality	
	Nationality British	Occupation	
Particulars of a new Director	Occupation Man Consultant	Date of change / / Date Thomas YOUNG ceased to be	

288.

Section 3: Total Issued Share Capital

(B)

> Please enter the details of the company's total share capital in the space provided below.

		Issued share capital details	
> Please fill in the details of total share capital by class (eg. ordinary, preference etc) that has been issued to the company's shareholders.	Please fill in the details of total share	Class of Share	Number of shares issued
	capital by class (eg.	ORDINARY	11000
	etc) that has been issued to the company's		Aggregate Nominal Value of issued shares
		Class of Share	Number of shares issued
			Aggregate Nominal Value of issued shares
		Class of Share	Number of shares issued
			Aggregate Nominal Value of issued shares
		Class of Share	Number of shares issued
	·		Aggregate Nominal Value of issued shares
	> Please fill in the to		Number of shares issued
	shares and their		1000
	nominal value.		Aggregate Nominal Value of issued shares

> Please send a full list of shareholders with this annual return. Use Sections 4A (and 4B if appropriate) to give the details. You must name all the shareholders.

- > Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding seperately.
- Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company.
- > Please copy this page if there is not enough space to enter all the company's current shareholders.

company's current shareholders.			
Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	
Name OR NICHOLAS MILTON Address THE OLD BAKERY LOWER NORTH STREET CHEDDAR, SOMERSET UK Postcode BSZ73HA	251 ORDINALY SHARES		
Name MR THOMAS YOUNG Address Z WELLAND PLACE GARDENHALL EAST KILBRIDE UK Postcode G75_804	251 ORDINARY SHARES		
Name NR WALTER PALEN Address 20723 PRINCE CREEK DRIVE LATY TEXAS, USA UK Postcode	249 ORDINARY SHARES		
Name MR ANTHONY KUHEL Address 6630 WINDY WILLOW DRIVE SOLON, OHIO 44139 UK Postcode	249 ORDINARY SHARED		

Section 4B: Details of Former Shareholders

- > Please fill in details of any persons or corporate bodies who have ceased to be shareholders at the date of this return. Also, please give the dates that their shares were transferred.
- > Please copy this page if there is not enough space to enter all the company's former shareholders.

company storner shareholders.				
Former shareholders details	Class and number of shares or amount of stock transferred	Date of registration of transfer		
Name JORDANS (SCOTCAND) LIMITED Address 24 GREAT KING STREET EDINBURGM UK Postcode EH3_ 60 N	ONE(1) ORDINARY SHARE	17JUNE 1999		
Name OSWALOS OF EDINBUDGH LIMITED Address ZU GREAT KING STREET EDINBUDGY UK Postcode EH3_ 6QN	ONE (1) ORDINARY SMARE	17 JUNE 1999		
Address UK Postcode				
Address UK Postcode				
Name Address UK Postcode				



363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and tick and sign the declaration below.
- If you want to change the made up date of this annual return, please complete 2 below.

1.	Declaration			
	(shown at 2 below). I enclo	se the filir	•	
	Signature Malle	su le	am Date 13, 07, 2000	
	(Director / S	ecretary)	This date must not be earlier than the return date at 2 below	
			g letter, complete this page then send the leclaration to the address shown at 4 below.	
2.	Date of this return		-	
	This AR is made up to If you are making this return up to an earlier date, please give the date here			
	·	<u> </u>	_/ /	
		Note: The fo	orm must be delivered to CH within 28 days of this date	
3	Date of next return			
о. П		next return	to a date earlier than 17th June 2001	
_	please give the new date he	ere:		
		L .	_/ /	
4.	Where to send this fo	orm		
	Please return this form to: Registrar of Companies Companies House 37 Castle Terrace			
	Edinburgh EH1 2EB			
Have you enclosed the filing fee with the company number written on the reverse of the cheque?			th the company number written on the	
	Cheque V Postal Ord	er 🗌	Cheque / Postal Order Number	
	(Please complete as approp	oriate)		
C	ontact Address			
	ase give the name and addre e are any queries about this		person who should be contacted if	
	tact Name L M14LCOCM CAN	<u>iene</u> w	Telephone number inc code 01355 Z39886	
	ress 319 ED10BUNGY 1	lousé	DX number <i>if applicable</i>	
	PRINCES SOUA AST KILBRIDE	VE 5	DX exchange EAST KILBRIDT	

7

Postcode

REGISTERED NUMBER: SC197459 (Scotland)

ABBREVIATED UNAUDITED ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2013

FOR

KNOCO LIMITED

WEDNESDAY

SCT

02/10/2013 COMPANIES HOUSE #553

CONTENTS OF THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2013

	Page
Company Information	1
Abbreviated Balance Sheet	2
Notes to the Abbreviated Accounts	4
Chartered Accountants' Report	6

KNOCO LIMITED

COMPANY INFORMATION FOR THE YEAR ENDED 30 JUNE 2013

DIRECTORS:

T Young

N Milton

SECRETARY:

T Young

REGISTERED OFFICE:

37 Portland Road

KILMARNOCK

Ayrshire KA1 2DJ

REGISTERED NUMBER:

SC197459 (Scotland)

ACCOUNTANTS:

Gilmour Hamilton

Chartered Accountants 37 Portland Road

KILMARNOCK

Ayrshire

KA1 2DJ

BANKERS:

The Royal Bank of Scotland plc

24/25 Princes Square

EAST KILBRIDE

G74 1LJ

ABBREVIATED BALANCE SHEET 30 JUNE 2013

		2013	3	2012	2
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	2 3		49,912		-
Tangible assets	3		709		563
			50,621		563
CURRENT ASSETS					
Debtors		133,376		311,538	
Cash at bank		174,971		86,595	
•		308,347		398,133	
CREDITORS Amounts failing due within one year		125,124		118,451	
NET CURRENT ASSETS			183,223		279,682
TOTAL ASSETS LESS CURRENT LIABILITIES			233,844		280,245
PROVISIONS FOR LIABILITIES			142		119
NET ASSETS			233,702		280,126
CAPITAL AND RESERVES					
Called up share capital	4		1,000		1,000
Profit and loss account			232,702		279,126
SHAREHOLDERS' FUNDS			233,702		280,126

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 30 June 2013.

The members have not required the company to obtain an audit of its financial statements for the year ended 30 June 2013 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

ABBREVIATED BALANCE SHEET - continued 30 JUNE 2013

The abbreviated accounts have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 6 September 2013 and were signed on its behalf by:

T Young - Director

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2013

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Turnover

Turnover represents net invoiced sales of services, excluding value added tax together with amounts included in respect of long-term contracts as detailed in the policy below.

Goodwill

Goodwill, being the amount paid in connection with the acquisition of a business in 2013, is being amortised evenly over its estimated useful life of five years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery etc

33% on cost

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and toss account in the period to which they relate.

Long-term contracts

The company provides management consultancy services primarily on a project by project basis. Accordingly consultancy projects are accounted for as long term contracts and reflected in the profit and loss account by recording turnover and related costs as project activity progresses. Turnover is ascertained in accordance with the stage of completion of the project and the amount by which turnover is in excess of amounts invoiced or payments to account is classified as amounts recoverable on contracts.

Deferred taxation

Full provision has been made for deferred taxation in respect of timing differences that have originated but not reversed at the balance sheet date, at rates expected to apply when they crystallise, based on current tax rates and law. Deferred tax assets are recognised to the extent that their recoverability is more likely than not. Deferred tax assets and liabilities are not discounted.

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 30 JUNE 2013

2. INTANGIBLE FIXED ASSETS

					Total £
	COST Additions				62,390
	At 30 June	2013			62,390
	AMORTISA Amortisation				12,478
	At 30 June	2013			12,478
	NET BOOK	(VALUE			
	At 30 June	2013			49,912
3.	TANGIBLE	FIXED ASSETS			T-4-1
	COST				Total £
	COST At 1 July 20 Additions	012			1,915 758
	At 30 June	2013			2,673
	DEPRECIA At 1 July 20 Charge for)12			1,352 612
	At 30 June	2013			1,964
	NET BOOK At 30 June				709
	At 30 June	2012			563
4.	CALLED U	P SHARE CAPITAL			
	Allotted, iss Number:	ued and fully paid: Class:	Nominal	2013	2012
	1,000	Ordinary	value: £1	£ 1,000	£ 1,000 ———

The company is controlled by the directors, T. Young and N. Milton.

CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE UNAUDITED FINANCIAL STATEMENTS OF KNOCO LIMITED

The following reproduces the text of the report prepared for the directors in respect of the company's annual unaudited financial statements, from which the unaudited abbreviated accounts (set out on pages two to five) have been prepared.

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Knoco Limited for the year ended 30 June 2013 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants of Scotland, we are subject to its ethical and other professional requirements which are detailed at http://www.icas.org.uk/accountspreparationguidance.

This report is made solely to the Board of Directors of Knoco Limited, as a body, in accordance with our terms of engagement. Our work has been undertaken solely to prepare for your approval the financial statements of Knoco Limited and state those matters that we have agreed to state to the Board of Directors of Knoco Limited, as a body, in this report in accordance with the requirements of the Institute of Chartered Accountants of Scotland as detailed at http://www.icas.org.uk/accountspreparationguidance. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and its Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that Knoco Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of Knoco Limited. You consider that Knoco Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Knoco Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

Gilmour Hamilton Chartered Accountants 37 Portland Road KILMARNOCK Ayrshire KA1 2DJ

6 September 2013



AR01 (ef)

Annual Return



X49VGPHU

Received for filing in Electronic Format on the:

19/06/2015

Company Name:

KNOCO LIMITED

Company Number:

SC197459

Date of this return:

17/06/2015

SIC codes:

70229

Company Type:

Private company limited by shares

Situation of Registered

Office:

37 PORTLAND ROAD

KILMARNOCK

AYRSHIRE

KA1 2DJ

Officers of the company

Company Secretary	1			
Type: Full forename(s):	Person MR THOMAS			
Surname:	YOUNG			
Former names:				
Service Address recorded	d as Company's registered office			
Company Director	I			
Type:	Person			
Full forename(s):	DR NICHOLAS JOHN			
Surname:	MILTON			
Former names:				
Service Address recorded as Company's registered office				
Country/State Usually Resident: ENGLAND				
Date of Birth: 26/10/1955 Occupation: MANAGEN	Nationality: BRITISH IENT CONSULTANT			

Company Director 2

Type: Person

Full forename(s): MR THOMAS

Surname: YOUNG

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 24/09/1955 Nationality: BRITISH

Occupation: MAN CONSULTANT

Statement of Capital (Share Capital)

Class of shares ORDINARY Number allotted 1000
Aggregate nominal 1000

value

Currency GBP Amount paid per share 1

Amount unpaid per share 0

Prescribed particulars

EACH SHARE IS ENTITILED TO ONE VOTE IN ANY CIRCUMSTANCES.

State	ment of Capital (Totals)		
Currency	GBP	Total number of shares	1000
		Total aggregate nominal value	1000

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 17/06/2015 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : 332 ORDINARY shares held as at the date of this return

Name: WALTER PALEN

Shareholding 2 : 334 ORDINARY shares held as at the date of this return

Name: THOMAS YOUNG

Shareholding 3 : 334 ORDINARY shares held as at the date of this return

Name: NICHOLAS MILTON

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.

REGISTERED NUMBER: SC197459 (Scotland)

ABBREVIATED UNAUDITED ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2014

<u>FOR</u>

KNOCO LIMITED

SATURDAY



SCT

23/08/2014 COMPANIES HOUSE

#589

CONTENTS OF THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2014

	Page
Company Information	1
Abbreviated Balance Sheet	2
Notes to the Abbreviated Accounts	4
Chartered Accountants' Report	6

KNOCO LIMITED

COMPANY INFORMATION FOR THE YEAR ENDED 30 JUNE 2014

DIRECTORS:

T Young

N Milton

SECRETARY:

T Young

REGISTERED OFFICE:

37 Portland Road

KILMARNOCK

Ayrshire KA1 2DJ

REGISTERED NUMBER:

SC197459 (Scotland)

ACCOUNTANTS:

Gilmour Hamilton

Chartered Accountants

37 Portland Road KILMARNOCK

Ayrshire

KÁ1 2DJ

BANKERS:

The Royal Bank of Scotland plc

24/25 Princes Square

EAST KILBRIDE

G74 1LJ

ABBREVIATED BALANCE SHEET 30 JUNE 2014

		2014		2013	
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	2		37,434		49,912
Tangible assets	3		1,692		709
			39,126		50,621
CURRENT ASSETS					
Debtors		214,388		133,376	
Cash at bank		92,200		174,971	
OPERITORS		306,588		308,347	
CREDITORS		144,001		125,124	
Amounts falling due within one year		144,001		120, 124	
NET CURRENT ASSETS			162,587		183,223
TOTAL ASSETS LESS CURRENT					
LIABILITIES			201,713		233,844
PROVISIONS FOR LIABILITIES			338		142
NET ASSETS			201,375		233,702
CARITAL AND SECTIVES					
CAPITAL AND RESERVES	4		1,000		1,000
Called up share capital Profit and loss account	4		200,375		232,702
Tont and 1035 account					
SHAREHOLDERS' FUNDS			201,375		233,702
					

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 30 June 2014.

The members have not required the company to obtain an audit of its financial statements for the year ended 30 June 2014 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

ABBREVIATED BALANCE SHEET - continued 30 JUNE 2014

The abbreviated accounts have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 31 July 2014 and were signed on its behalf by:

T Young - Director

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2014

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Turnover

Turnover represents net invoiced sales of services, excluding value added tax together with amounts included in respect of long-term contracts as detailed in the policy below.

Goodwill

Goodwill, being the amount paid in connection with the acquisition of a business in 2013, is being amortised evenly over its estimated useful life of five years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery etc

- 33% on cost

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

Long-term contracts

The company provides management consultancy services primarily on a project by project basis. Accordingly consultancy projects are accounted for as long term contracts and reflected in the profit and loss account by recording turnover and related costs as project activity progresses. Turnover is ascertained in accordance with the stage of completion of the project and the amount by which turnover is in excess of amounts invoiced or payments to account is classified as amounts recoverable on contracts.

Deferred taxation

Full provision has been made for deferred taxation in respect of timing differences that have originated but not reversed at the balance sheet date, at rates expected to apply when they crystallise, based on current tax rates and law. Deferred tax assets are recognised to the extent that their recoverability is more likely than not. Deferred tax assets and liabilities are not discounted.

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 30 JUNE 2014

2.	INTANGIBLE	FIXED ASSETS			Total
	COST At 1 July 2013 and 30 June 3				£ 62,390
	AMORTISAT At 1 July 2013 Amortisation	3			12,478 12,478
	At 30 June 20	014			24,956
	NET BOOK	VALUE			
	At 30 June 20	014			37,434
	At 30 June 20	013			49,912
3.	TANGIBLE F	IXED ASSETS			Total
	COST At 1 July 201 Additions	3			. 2,673 2,132
	At 30 June 20	014			4,805
	DEPRECIAT At 1 July 201 Charge for year At 30 June 20	3 ear			1,964 1,149 3,113
	NET BOOK V	VALUE			1,692
	At 30 June 2	013			709
4.		SHARE CAPITAL			
	Allotted, issu- Number:	ed and fully paid: Class:	Nominal value:	2014 £	2013 £
	1,000	Ordinary	£1	1,000	1,000

The company is controlled by the directors, T. Young and N. Milton.

CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE UNAUDITED FINANCIAL STATEMENTS OF KNOCO LIMITED

The following reproduces the text of the report prepared for the directors in respect of the company's annual unaudited financial statements, from which the unaudited abbreviated accounts (set out on pages two to five) have been prepared.

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Knoco Limited for the year ended 30 June 2014 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants of Scotland, we are subject to its ethical and other professional requirements which are detailed at http://www.icas.org.uk/accountspreparationguidance.

This report is made solely to the Board of Directors of Knoco Limited, as a body, in accordance with our terms of engagement. Our work has been undertaken solely to prepare for your approval the financial statements of Knoco Limited and state those matters that we have agreed to state to the Board of Directors of Knoco Limited, as a body, in this report in accordance with the requirements of the Institute of Chartered Accountants of Scotland as detailed at http://www.icas.org.uk/accountspreparationguidance. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and its Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that Knoco Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of Knoco Limited. You consider that Knoco Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Knoco Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

Gilmour Hamilton Chartered Accountants 37 Portland Road KILMARNOCK Ayrshire KA1 2DJ

31 July 2014

WRITTEN RESOLUTION

KNOCO LIMITED ("the Company") Company Number SC197459

We, Dr Nicholas John Milton and Walter Palen being the entire Members of the Company and as such entitled to attend and vote at General Meetings of the Company hereby pass the following Resolutions as Written Resolutions of the Company to have effect as if passed as Ordinary and Special Resolutions respectively of the Company at a General Meeting of the Company pursuant to the Company Articles.

As a Special Resolution in accordance with section 283 of the Companies Act 2006

1 THAT the drafted Articles of Association distributed with this Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association of the Company.

As an Ordinary Resolution in accordance with section 282 of the Companies Act 2006

THAT the 332 Ordinary shares of £1 each in the Company held by Walter Palen which have been issued and are fully paid up be converted into and redesignated as 332 A Ordinary Shares of £1 each having the rights and being subject to the conditions set out below.

The Ordinary Shares and the A Ordinary Shares shall rank pari passu in all respects save that the Company may pay different dividends in respect of Ordinary and A Ordinary shares.

Du Ni Laba Milaa

Mait Palen

Dated 26 April 2016

Dated 31 Mar , 2016

THURSDAY

SCT

05/05/2016 COMPANIES HOUSE #158

DIRECTORS WRITTEN RESOLUTION

KNOCO LIMITED ("the Company") Company Number SC197459

Circulation Date:

Proposed by the Board of Directors of the Company in accordance with section 291 of the Companies Act 2006:

As a Special Resolution in accordance with section 283 of the Companies Act 2006

THAT the drafted Articles of Association distributed with this Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association of the Company.

As an Ordinary Resolution in accordance with section 282 of the Companies Act 2006

2 THAT the 332 Ordinary shares of £1 each in the Company held by Walter Palen which have been issued and are fully paid up be converted into and redesignated as 332 A Ordinary Shares of £1 each having the rights and being subject to the conditions set out below.

The Ordinary Shares and the A Ordinary Shares shall rank pari passu in all respects save that the Company may pay different dividends in respect of Ordinary and A Ordinary shares.

By Order of the Board

Dr Nicholas John Milton Director

Dated 26 Apr. 1 2016

MINUTE OF MEETING OF KNOCO LIMITED ("the Company") held at of Αρίλ 2016

PRESENT:

Dr Nicholas John Milton ("Dr Milton")

IN ATTENDANCE:

Marion Menzies of Eolach Consulting (by telephone)

ALTERATION TO ARTICLES AND SHARE

CAPITAL:

A Written Resolution granted by Dr Milton and Walter Palen as members of the Company amending the Articles of Association and proposing that the share capital in the Company was to be varied so that Walt Palen's shareholding be converted to A Ordinary shares and permitting the payment of different dividends in respect of Ordinary and A Ordinary shares. Forms SH08 and SH10 were also tabled confirming the share conversion and redesignation and were approved by Dr Milton.

RESIGNATION OF COMPANY SECRETARY:

It was confirmed that Thomas Young had resigned as a Director with effect from 3rd October 2015. A Form TM02 was lodged with Companies House on 23rd October 2015. Thomas Young was also Company Secretary and had agreed to resign that post with immediate effect. A Form TM02 was tabled in respect of that resignation and approved and by Dr Milton.

DOCUMENTS:

Dr Milton authorised himself to sign the Forms SH08, SH10 and TM02 on behalf of the Company. Marion Menzies was authorised to lodge the Written Resolution and Forms SH08, SH10 and TM02 with Companies House, to provide copies of the same to the Company's accountants, Gilmour Hamilton and to instruct them to mark up the statutory books of the Company appropriately.

There being no other business the meeting concluded.

Dr Nicholas John Milton, Director and Chair

ARTICLES OF ASSOCIATION

OF

KNOCO LIMITED

(Company Number SC197459)

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

- 1. In the articles, unless the context requires otherwise—
 - "articles" means the company's articles of association;
 - "bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - "chairman" has the meaning given in article 12;
 - "chairman of the meeting" has the meaning given in article 39;
 - "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
 - "director" means a director of the company, and includes any person occupying the position of director, by whatever name called;
 - "distribution recipient" has the meaning given in article 31;
 - "document" includes, unless otherwise specified, any document sent or supplied in electronic form;
 - "electronic form" has the meaning given in section 1168 of the Companies Act 2006;
 - "fully paid" in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company; "hard copy form" has the meaning given in section 1168 of the Companies Act 2006;
 - "holder" in relation to shares means the person whose name is entered in the register of

members as the holder of the shares;

- "instrument" means a document in hard copy form;
- "ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;
- "paid" means paid or credited as paid;
- "participate", in relation to a directors' meeting, has the meaning given in article 10;

- "proxy notice" has the meaning given in article 45;
- "shareholder" means a person who is the holder of a share;
- "shares" means shares in the company;
- "special resolution" has the meaning given in section 283 of the Companies Act 2006;
- "subsidiary" has the meaning given in section 1159 of the Companies Act 2006;
- "transmittee" means a person entitled to a share by reason of the death or bankruptcy of a
- shareholder or otherwise by operation of law; and
- "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3. 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.

Shareholders' reserve power

- **4.**—(1) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.
 - (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers 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.

- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

- 6.—(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.
 - (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.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 7.—(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 8.
- (2) If—
 - (a) the company only has one director, and
- (b) no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

- 8.—(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.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) 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.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the

directors or by authorising the company secretary (if any) to give such notice.

- (2) Notice of any directors' meeting must indicate—
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

- 10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' 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.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (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.

Quorum for directors' meetings

- 11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors.
- (3) If the total number of directors 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 shareholders to appoint further directors.

Chairing of directors' meetings

- 12.—(1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

- 13.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

- 14.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when-
 - (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes—
 - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or 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.
- (7) 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.

Records of decisions to be kept

15. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

- 17.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
 - (a) by ordinary resolution, or
 - (b) by a decision of the directors.
- (2) In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.
- (3) For the purposes of paragraph (2), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

Termination of director's appointment

- 18. 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 person's 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) 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.

Directors' remuneration

- 19.—(1) Directors may undertake any services for the company that the directors decide.
- (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.
- (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.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (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.

Directors' expenses

- 20. 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 any class of shares or 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.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

All shares to be fully paid up

- 21.—(1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
- (2) This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

Powers to issue different classes of share

- 22.—(1) Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
- (2) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

(3) The company may by ordinary resolution reclassify all or part of a class of shares which have already been issued with such rights or restrictions as may be determined including as to the level of payment of dividend.

Company not bound by less than absolute interests

23. Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

Share certificates

24.—(1) The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.

(2) Every certificate must specify—

(a) in respect of how many shares, of what class, it is issued;

(b) the nominal value of those shares;

(c) that the shares are fully paid; and

(d) any distinguishing numbers assigned to them.

- (3) No certificate may be issued in respect of shares of more than one class.
- (4) If more than one person holds a share, only one certificate may be issued in respect of it.
- (5) Certificates must—

(a) have affixed to them the company's common seal, or

(b) be otherwise executed in accordance with the Companies Acts.

Replacement share certificates

25.—(1) If a certificate issued in respect of a shareholder's shares is—

(a) damaged or defaced, or

(b) said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

(2) A shareholder exercising the right to be issued with such a replacement certificate—

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
- (b) must return the certificate which is to be replaced to the company if it is damaged or defaced; and
- (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

Share transfers

26.—(1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

- (2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- (3) The company may retain any instrument of transfer which is registered.
- (4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- (5) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

Transmission of shares

- 27.—(1) If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.
- (2) A transmittee who produces such evidence of entitlement to shares as the directors may properly require—
 - (a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
 - (b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had.
- (3) But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

Exercise of transmittees' rights

- 28.—(1) Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
- (2) If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.
- (3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

Transmittees bound by prior notices

29. If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

30.—(1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

- (2) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
- (3) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights. The shareholders' resolution to declare or directors' decision to pay a dividend may declare or pay a different level of dividend to different classes of shares.
- (4) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.
- (5) If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.
- (6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
- (7) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

Payment of dividends and other distributions

- 31.—(1) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means—
 - (a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;
 - (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide:
 - (c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or
 - (d) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.
- (2) In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable—
 - (a) the holder of the share; or
 - (b) if the share has two or more joint holders, whichever of them is named first in the register of members; or
 - (c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

No interest on distributions

- 32. The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by—
 - (a) the terms on which the share was issued, or

(b) the provisions of another agreement between the holder of that share and the company.

Unclaimed distributions

- 33.—(1) All dividends or other sums which are—
 - (a) payable in respect of shares, and
 - (b) unclaimed after having been declared or become payable, may be invested or otherwise made use of by the directors for the benefit of the company until claimed.
- (2) The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.
- $(3) If_{--}$
 - (a) twelve years have passed from the date on which a dividend or other sum became due for payment, and
- (b) the distribution recipient has not claimed it, the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

Non-cash distributions

- 34.—(1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).
- (2) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution—
 - (a) fixing the value of any assets;
 - (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
 - (c) vesting any assets in trustees.

Waiver of distributions

35. Distribution recipients may waive their entitlement to a dividend or other distribution

payable in respect of a share by giving the company notice in writing to that effect, but if—

- (a) the share has more than one holder, or
- (b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

Authority to capitalise and appropriation of capitalised sums

- **36.**—(1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution—
 - (a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and
 - (b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.
- (2) Capitalised sums must be applied—
 - (a) on behalf of the persons entitled, and
 - (b) in the same proportions as a dividend would have been distributed to them.
- (3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (5) Subject to the articles the directors may-
 - (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
 - (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
 - (c) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 37.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

38. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

- 39.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
 - (a) the directors present, or
- (b) (if no directors are present), the meeting, must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-shareholders

- **40.**—(1) Directors may attend and speak at general meetings, whether or not they are shareholders.
- (2) The chairman of the meeting may permit other persons who are not—
 - (a) shareholders of the company, or
 - (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting.

Adjournment

- 41.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

42. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

43.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting, whose decision is final.

Poll votes

- 44.—(1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) 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.
- (2) A poll may be demanded by—
 - (a) the chairman of the meeting:
 - (b) the directors:
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
 - (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

- **45.**—(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—
 - (a) states the name and address of the shareholder appointing the proxy;
 - (b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (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.

Delivery of proxy notices

- **46.**—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

- 47.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- **48.**—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

- 49.—(1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (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.
- (4) For the purposes 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.

No right to inspect accounts and other records

50. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

Provision for employees on cessation of business

51. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director

or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 52.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
 - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) 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 director" means any director or former director of the company or an associated company.

Insurance

- 53.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss. (2) In this article—
 - (a) a "relevant director" means any director or former director of the company or an associated company,
 - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director'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) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

FOR

KNOCO LIMITED



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KNOCO LIMITED (BY SHARES)

COMPANY INFORMATION FOR THE YEAR ENDED 30 JUNE 2017

DIRECTOR:

N Milton

REGISTERED OFFICE:

37 Portland Road KILMARNOCK

Ayrshire KA1 2DJ

REGISTERED NUMBER:

SC197459 (Scotland)

ACCOUNTANTS:

Gilmour Hamilton Chartered Accountants 37 Portland Road KILMARNOCK Ayrshire KA1 2DJ

BANKERS:

The Royal Bank of Scotland plc

24/25 Princes Square EAST KILBRIDE

G74 1LJ

KNOCO LIMITED (BY SHARES) (REGISTERED NUMBER: SC197459)

BALANCE SHEET 30 JUNE 2017

	2017		. 2016	
FIXED ASSETS	£	£ 194	£	£ 12,883
CURRENT ASSETS	273,184		216,845	
CREDITORS Amounts falling due within one year	(91,336)		(69,411)	
NET CURRENT ASSETS		181,848		147,434
TOTAL ASSETS LESS CURRENT LIABILITIES		182,042		160,317
CAPITAL AND RESERVES		182,042		160,317

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 30 June 2017.

The members have not required the company to obtain an audit of its financial statements for the year ended 30 June 2017 in accordance with Section 476 of the Companies Act 2006.

The director acknowledges his responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements have been prepared in accordance with the micro-entity provisions and delivered in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the director on 16 August 2017 and were signed by:

N Milton - Director



CHARTERED ACCOUNTANTS' REPORT TO THE DIRECTOR ON THE UNAUDITED FINANCIAL STATEMENTS OF KNOCO LIMITED

The following reproduces the text of the report prepared for the director and members in respect of the company's annual unaudited financial statements. In accordance with the Companies Act 2006, the company is only required to file a Balance Sheet. Readers are cautioned that the Income Statement is not required to be filed with the Registrar of Companies.

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Knoco Limited for the year ended 30 June 2017 which comprise the Income Statement and the Balance Sheet from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants of Scotland, we are subject to its ethical and other professional requirements which are detailed at http://www.icas.org.uk/accountspreparationguidance.

This report is made solely to the director of Knoco Limited in accordance with our terms of engagement. Our work has been undertaken solely to prepare for your approval the financial statements of Knoco Limited and state those matters that we have agreed to state to the director of Knoco Limited in this report in accordance with the requirements of the Institute of Chartered Accountants of Scotland as detailed at http://www.icas.org.uk/accountspreparationguidance. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and its director for our work or for this report.

It is your duty to ensure that Knoco Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of Knoco Limited. You consider that Knoco Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Knoco Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

Gilmour Hamilton
Chartered Accountants

37 Portland Road KILMARNOCK Ayrshire KA1 2DJ

16 August 2017

REGISTERED NUMBER: SC197459 (Scotland)

UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

FOR

KNOCO LIMITED

WEDNESDAY ←



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KNOCO LIMITED (REGISTERED NUMBER: SC197459)

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KNOCO LIMITED (REGISTERED NUMBER: SC197459)

BALANCE SHEET 30 JUNE 2018

	2018		2017	
FIXED ASSETS	£	£ 4	£	£ 194
CURRENT ASSETS	212,316		273,184	
CREDITORS Amounts falling due within one year	(47,069)		(91,336)	
NET CURRENT ASSETS		165,247		181,848
TOTAL ASSETS LESS CURRENT LIABILITIES		165,251		182,042
CAPITAL AND RESERVES		165,251		182,042

NOTE TO THE FINANCIAL STATEMENTS

1. STATUTORY INFORMATION

Knoco Limited is a private company, limited by shares, registered in Scotland. The company's registered number and registered office address are as below:

Registered number:

SC197459

Registered office:

37 Portland Road KILMARNOCK Ayrshire KA1 2DJ

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CHARTERED ACCOUNTANTS' REPORT TO THE DIRECTOR ON THE UNAUDITED FINANCIAL STATEMENTS OF KNOCO LIMITED

The following reproduces the text of the report prepared for the director in respect of the company's annual unaudited financial statements. In accordance with the Companies Act 2006, the company is only required to file a Balance Sheet. Readers are cautioned that the Income Statement is not required to be filed with the Registrar of Companies.

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Knoco Limited for the year ended 30 June 2018 which comprise the Income Statement, Balance Sheet and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of ICAS, we are subject to its ethical and other professional requirements—which are detailed at http://www.icas.com/accountspreparationguidance.

This report is made solely to the director of Knoco Limited in accordance with our terms of engagement. Our work has been undertaken solely to prepare for your approval the financial statements of Knoco Limited and state those matters that we have agreed to state to the director of Knoco Limited in this report in accordance with the requirements of ICAS as detailed at http://www.icas.com/accountspreparationguidance. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and its director for our work or for this report.

It is your duty to ensure that Knoco Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of Knoco Limited. You consider that Knoco Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Knoco Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

Gilmour Hamilton Chartered Accountants 37 Portland Road KILMARNOCK Ayrshire KA1 2DJ

16 October 2018