

# Companies House



Companies House

## THE ROYAL MINT MUSEUM

Company number **07105875**

### Registered office address

The Royal Mint, Llantrisant, Pontyclun, Mid Glamorgan, CF72 8YT

### Company status

Active

### Company type

Private Limited Company by guarantee without share capital use of 'Limited' exemption

### Incorporated on

15 December 2009

[ The Royal Mint Museum, Co. No. 07105875. (Accessed Jul. 04, 2021). Incorporation and related records. Companies House (UK). For educational purposes only. Fair Use relied upon. Source: <https://find-and-update.company-information.service.gov.uk/company/07105875> ]

## Accounts

Next accounts made up to **31 March 2021**  
due by **31 December 2021**

Last accounts made up to **31 March 2020**

## Confirmation statement

Next statement date **10 January 2022**  
due by **24 January 2022**

Last statement dated **10 January 2021**

## Nature of business (SIC)

- 85520 - Cultural education

## Previous company names

Name	Period
THE ROYAL MINT MUSEUM LIMITED	15 Dec 2009 - 07 Sep 2010

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File Copy



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

Company No. 07105875

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

THE ROYAL MINT MUSEUM LIMITED

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

Given at Companies House, Cardiff, on 15th December 2009



\*N07105875K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



**Companies House**  
— for the record —

# IN01(ef)

**Application to register a company**

Received for filing in Electronic Format on the: **15/12/2009**



XGQHLFTD

*Company Name  
in full:* **THE ROYAL MINT MUSEUM LIMITED**

*Company Type:* **Private limited by guarantee**

*Situation of Registered  
Office:* **England and Wales**

*Proposed Register  
Office Address:* **2 LAMBS PASSAGE  
LONDON  
UNITED KINGDOM  
EC1Y 8BB**

*I wish to adopt entirely bespoke articles*

Proposed Officers

*Company Director*     *1*

*Type:*                             **Person**

*Full forename(s):*             **SARAH**

*Surname:*                        **TEBBUTT**

*Former names:*

*Service Address:*             **2 LAMBS PASSAGE  
LONDON  
UNITED KINGDOM  
EC1Y 8BB**

*Country/State Usually Resident:*     **UNITED KINGDOM**

*Date of Birth:*     **08/12/1968**                             *Nationality:*     **BRITISH**

*Occupation:*     **SENIOR CIVIL SERVANT**

*Consented to Act:*     **Y**                             *Date authorised:*     **15/12/2009**             *Authenticated:*     **YES**

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*Company Director*      **2**

*Type:*                              **Person**  
*Full forename(s):*                **DAVID GEOFFREY**  
*Surname:*                         **KNIGHT**  
*Former names:*  
*Service Address:*                **2 LAMBS PASSAGE**  
    **LONDON**  
    **UNITED KINGDOM**  
    **EC1Y 8BB**

*Country/State Usually Resident:*    **UNITED KINGDOM**

*Date of Birth:*    **26/04/1961**                              *Nationality:*    **BRITISH**  
*Occupation:*    **DIRECTOR**

*Consented to Act:*    **Y**                              *Date authorised:*    **15/12/2009**                              *Authenticated:*    **YES**



## Statement of Compliance

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

*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:* **7SIDE LIMITED**

*Agent's Address:* **14 - 18  
CITY ROAD  
CARDIFF  
UNITED KINGDOM  
CF24 3DL**

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### *Authorisation*

*Authoriser Designation:* **agent**

*Authenticated:* **Yes**

*Agent's Name:* **7SIDE LIMITED**

*Agent's Address:* **14 - 18  
CITY ROAD  
CARDIFF  
UNITED KINGDOM  
CF24 3DL**



THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**Memorandum of Association of THE ROYAL MINT MUSEUM LIMITED**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber	Authentication by each subscriber
The Solicitor for the Affairs of Her Majesty's Treasury as nominee for the Chancellor of the Exchequer in his capacity as Master of the Mint.	
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Dated: 15 December 2009

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**Articles of Association of THE ROYAL MINT MUSEUM LIMITED**

**1. The company's name is THE ROYAL MINT MUSEUM LIMITED**

**2. Interpretation**

2.1 In these articles:

**"address"** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a telephone number for receiving text messages in each case registered with the Company;

**"the articles"** means the Company's articles of association;

**"clear days"** in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

**"Collection"** the collection of historical objects, coins, master tools, dies, artefacts, documents and other associated material held by the Company from time to time;

**"Companies Acts"** means the Companies Act (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;

**"the Company"** means The Royal Mint Museum Limited;

**"the directors"** means the directors of the Company;

**"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;

**"the memorandum"** means the Company's memorandum of association;

**"officers"** includes the directors and the secretary (if any);

**"the seal"** means the common seal of the Company if it has one;

**"secretary"** means any person appointed to perform the duties of the secretary of the Company;

**"the United Kingdom"** means Great Britain and Northern Ireland; and

**"UK Coin Contract"** the UK coin contract entered into on 14 September 2009 between The Royal Mint Limited (formerly known as Project Alpha 2009 Limited) and The Lords Commissioners of Her Majesty's Treasury as such contract may be varied, amended, extended or renewed from time to time.

- 2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 2.3 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Act but excluding any statutory modification not in force when the constitution becomes binding on the Company.
- 2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

#### **Liability of members**

3. (1) The liability of the members is limited.
- (2) Every member of the Company promises, if the Company is dissolved while he or she or it is a member of within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Company incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

#### **Objects**

4. The Company's objects ("Objects") are:
  - 4.1 the advancement of education of the public in the history of coinage and related artefacts and of the activities of the Royal Mint and its predecessors, and in particular, but without limitation to the foregoing by:
    - (a) establishing and maintaining museum(s) and/or archives for the benefit of the public, and in pursuit of that object:
      - (i) collecting coinage artefacts and related coin material to a published policy agreed by the Company;
      - (ii) managing, documenting, conserving and safeguarding the national coin collection and other holdings to the highest appropriate professional standards;

- (iii) exhibiting, interpreting and providing access to the collection;
  - (b) restoring, exhibiting and preserving objects associated with the history of coinage and related artefacts and the activities of the Royal Mint and its predecessors; and
  - (c) protecting and enhancing the numismatic heritage of the United Kingdom including in particular that of the Royal Mint and its predecessors;
- 4.2 to carry on any other activities (whether of a charitable or non charitable nature) which may in the opinion of the board of directors be advantageously carried on by the Company.

### **Powers**

5.1 The Company has power to do anything which is calculated to further its Objects(s) or is conducive or incidental to doing so. In particular, the Company has power:

- (1) to raise funds. In doing so, the Company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.
- (2) to buy, take on lease or in exchange, hire or otherwise acquire (collectively an "Acquisition") any property and to maintain and equip it for use provided that any such Acquisition in respect of the Collection shall be conducted in accordance with a written policy agreed by the Company;
- (3) to sell, lease or otherwise dispose (collectively a "Disposal") of all or any part of the property belonging to the Company provided that any such Disposal in respect of the Collection shall be conducted in accordance with a written policy agreed by the Company;
- (4) to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- (5) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Company;
- (6) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (7) to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- (8) to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and

- (c) arrange for the investments or other property of the Company to be held in the name of a nominee;
- (9) to provide indemnity insurance for the directors;
- (10) to pay out of the funds of the Company the costs of forming and registering the Company;
- (11) to establish or acquire subsidiary companies.

#### **Application of income and property**

- 6. (1) The income and property of the Company shall be applied solely towards the promotion of the Objects.
- (2) (a) A director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company;
- (b) A director may benefit from trustee indemnity insurance cover;
- (c) A director may receive an indemnity from the Company in the circumstances specified in article 56.
- (3) None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a director receiving:
  - (a) a benefit from the Company in the capacity of a beneficiary of the Company;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Company.
- (4) (A) No director or connected person may:
  - (a) buy any goods or services from the Company on terms preferential to those applicable to members of the public;
  - (b) sell goods, services, or any interest in land to the Company;
  - (c) be employed by, or receive any remuneration from, the Company;
  - (d) receive any other financial benefit from the Company;

unless the payment is permitted by article 6(4)(B)(a)

- (4)(B) (a) (i) A director or connected person may receive a benefit from the Company in the capacity of a beneficiary of the Company;
- (ii) A director or connected person may enter into a contract for the supply of services, or goods that are supplied in connection with the provision of services, to the Company where that is approved by the members of the Company;
- (iii) A director or connected person may receive interest on money lent to the Company at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors;
- (iv) A director or connected person may receive rent for premises let by the director or connected person to the Company if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
- (v) The directors may arrange for the purchase, out of the funds of the Company, of insurance designed to indemnify the directors;
- (vi) A director or connected person may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public.
- (5) (a) In sub-clauses (2)-(4) of this article 6 "Company" shall include any company in which the Company:
- (i) holds more than 50% of the shares; or
- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more directors to the board of the company;
- (b) In sub-clause (4) of this article 6, sub-clause (2) of article 45 and sub-clause (2) of article 46 "connected person" means;
- (i) a child, parent, grandchild, grandparent, brother or sister of the director;
- (ii) the spouse or civil partner of the director or of any person falling within paragraph (i) above;
- (iii) a person carrying on business in partnership with the director or with any person falling within paragraph (i) or (ii) above;
- (iv) an institution which is controlled –

- (I) by the director or any connected person falling with paragraph (i), (ii), or (iii) above; or
  - (II) by two or more persons falling within sub-paragraph (I), when taken together
- (v) a body corporate in which –
- (I) the director or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
  - (II) two or more persons falling within sub-paragraph (I) who, when taken together, have a substantial interest.

### **Members**

7. (1) The subscriber(s) to the memorandum is/are the first member(s) of the Company.
- (2) Membership is open to other individuals or organisations who:
  - (a) apply to the Company in the form required by the directors; and
  - (b) are approved by the directors.
- (3) (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application.
- (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable.
- (5) The directors must keep a register of names and addresses of the members.

### **Classes of membership**

8. (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:

- (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

### **Termination of membership**

9. Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Company unless after the registration, there would be no other members;
- (3) any sum due from the member to the Company is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the Company that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least thirty five days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.

### **General Meetings**

- 10.(1) The Company must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
11. The directors may call a general meeting at any time.

### **Notice of general meetings**

- 12.(1) The minimum periods of notice required to hold a general meeting of the Company are:
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;



- (b) fourteen clear days for all other general meetings.
  - (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
  - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act and article 19.
13. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

#### **Proceedings at general meetings**

14. (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- (a) one member present in person or by proxy and entitled to vote upon the business to be conducted at the meetings; or
  - (b) one tenth of the total membership at the time
- whichever is greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
15. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting or
  - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the directors shall determine.
- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

16. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
  - (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
  - (3) If there is only one director present and willing to act, he or she shall chair the meeting.
  - (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
17. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
  - (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
  - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
18. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
  - (a) by the person chairing the meeting; or
  - (b) by at least one member present in person or by proxy and having the right to vote at the meeting; or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
  - (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  - (b) The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
  - (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
  - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question to adjournment must be taken immediately.
  - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
  - (c) The poll must be taken within thirty days after it has been demanded.
  - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
  - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### **Content of proxy notices**

19. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which-
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authorised 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**

- 19A. (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 appointer's behalf.

#### **Written Resolutions**

- 20. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effected provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

21. Subject to article 8, every member, whether an individual or an organisation, shall have one vote.
22. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
23. (1) Any organisation that is a member of the Company may nominate any person to act as its representative at any meeting of the Company.
  - (2) The organisation must give written notice to the Company of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The representative may continue to represent the organisation until written notice to the contrary is received by the Company.
  - (3) Any notice given to the Company will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the representative has been properly appointed by the organisation.

### **Directors**

24. (1) A director must be a natural person aged 16 years or older.
  - (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 36.
25. The number of directors shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
26. The first directors shall be those persons notified to Companies House as the first directors of the Company.
27. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

### **Powers of directors**

28. (1) The directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
  - (2) No alternation of the articles of any special resolution shall have retrospective effect to invalidate any prior act of the directors.
  - (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

### **Retirement of directors**

29. At each annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office but all are eligible for re-election subject to serving a maximum of two full terms of office of three years. If there is only one director he or she must retire.
30. (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lots.  
  
(2) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

### **Appointment of directors**

31. The Company may by ordinary resolution of the members:
  - (1) appoint a person who is willing to act to be a director, and
  - (2) determine the rotation in which any additional directors are to retire.
32. Subject to article 35A no person other than a director retiring by rotation may be appointed a director at any general meeting unless:
  - (1) he or she is recommended for re-election by the directors; or
  - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that:
    - (a) is signed by a member entitled to vote at the meeting;
    - (b) states that member's intention to propose the appointment of a person as a director;
    - (c) contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and
    - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
33. Subject to article 35A members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
34. (1) The directors may appoint a person who is willing to act to be a director.

- (2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
- 35. The appointment of a director whether by the Company in general meeting or by any of the other directors or pursuant to these articles, must not cause the number of directors to exceed any number fixed as the maximum number of directors.
- 35A. The Royal Mint Limited shall during the term of the UK Coin Contract be entitled to nominate, appoint and maintain in office up to four people as directors provided that: (1) no more than one third of the membership of the board of directors may be made up of people nominated under this clause (unless the membership of the board consists of two directors only in which case one of the directors may be The Royal Mint Limited nominee); and (2) the quorum referred to at article 39 shall not be satisfied by The Royal Mint Limited's nominees alone.

#### **Disqualification and removal of directors**

- 36. A director shall cease to hold office if he or she:
  - (1) ceases to be a director by virtue of any provision in the Companies Act or is prohibited by law from being directors;
  - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (3) resigns as a director by notice to the Company (but only if at least two directors will remain in office when the notice of resignation is to take effect);
  - (4) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated;
  - (5) has been appointed by The Royal Mint Limited pursuant to Article 35A and is removed from this office by The Royal Mint Limited; or
  - (6) is removed from office.
- 36A A general meeting of the Company may remove any director before the end of his or her period of office whatever the rest of these articles or any agreement between the Company and the director may say. Removal can take place only by the Company passing a resolution of the members saying so. At least 28 days' notice must be given to the Company and at least 21 days' notice to the membership. Once the Company receives such notice it must immediately send a copy to the director concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make

a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the director may require it to be read to the meeting.

#### **Remuneration of directors**

37. The directors must not be paid any remuneration unless it is authorised by article 6.

#### **Proceedings of directors**

38. (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (4) Questions arising at a meeting shall be decided by a majority of votes. In the event of an equality of votes the chair of the meeting shall have a casting vote.
- (5) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
39. (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
40. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
41. (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.



- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
42. (1) A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the directors eligible to vote; and
  - (b) a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

### **Delegation**

43. (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to who they delegate.
  - (b) no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **Declaration of directors' interests**

44. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not

previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

### **Conflicts of interests**

45. (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - (c) the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

### **Validity of directors' decisions**

46. (1) Subject to article 46(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that director; and
- (e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

- (2) Article 46(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 46(1), the resolution would have been void, or if the director has not complied with article 44.

### **Seal**

47. If the Company has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the 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 (if any) or by a second director.

### **Minutes**

48. The directors must keep minutes of all:
  - (1) appointments of officers made by the directors;
  - (2) proceedings at meetings of the Company;
  - (3) meetings of the directors and committees of directors including:
    - (a) the names of the directors present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

### **Accounts**

49. (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Acts.

50. [Paragraph intentionally left blank]

### **Means of communication to be used**

51. (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 decision 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.

52. Any notice to be given or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

53. (1) The Company may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address.

- (2) A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.

54. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

55. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

56. (1) The Company may indemnify a relevant director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

- (2) In this article a "relevant director" means any director or former director of the Company.

### **Rules**

57. (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Company's premises at any particularly time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Act or by the articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Company in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company.
- (5) The rules or bye laws shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### **Dissolution**

58. (1) The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any Company or charities for purposes similar to the Objects; or

- (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Company, the directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred:
  - (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets or income of the Company be paid to or distributed among the members of the Company (except to a member that is itself a Company) and if no resolution in accordance with article 58(1) is passed by the members or the directors the net assets and income of the Company shall be applied for charitable purposes as directed by the Court or the Commission.

In accordance with Section 61 of the Companies Act 2006

# NE01

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



\*RSLARN1\*

RCS 01/09/2010 178  
COMPANIES HOUSE

WEDNESDAY

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

**What this form is NOT for**  
You cannot use this form to drop "limited" or "cyfyngedig" when incorporating a company

### 1 Company details

Company number 0 7 1 0 5 8 7 5

Existing company name in full THE ROYAL MINT MUSEUM LIMITED

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

### 2 Statement

Please tick the box to confirm that the above company meets the conditions for exemption from the requirement to have the name ending with "limited" or "cyfyngedig" or a permitted alternative ①

① Only private companies limited by guarantee that meet specific requirements are eligible for this exemption. For further information please visit our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### 3 Signature

I am signing this form on behalf of the company

Signature

Signature X C. J. X

② **Person authorised**  
Under either section 270 or 274 of the Companies Act 2006

This form may be signed by Director, Secretary, Person authorised ②, Director on behalf of a joint stock or non-joint stock company, Secretary on behalf of a joint stock or non-joint stock company, Principle officer on behalf of a joint stock or non-joint stock company, Manager on behalf of a joint stock or non-joint stock company, Charitable commission receiver and manager, Judicial factor



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 7105875

The Registrar of Companies for England and Wales hereby certifies that under the Companies Act 2006:

**THE ROYAL MINT MUSEUM LIMITED**

a company incorporated as private limited by guarantee; having its registered office situated in England/Wales; has changed its name to:

**THE ROYAL MINT MUSEUM**

Given at Companies House on **7th September 2010**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES





**Appointment of Director**

Company Name: **THE ROYAL MINT MUSEUM**

Company Number: **07105875**



Received for filing in Electronic Format on the: **12/09/2019**

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## **New Appointment Details**

Date of Appointment: **04/06/2019**

Name: **MRS BLONDEL BERNADETTE ROSCEILIA CLUFF**

The company confirms that the person named has consented to act as a director.

Service address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **\*\*/05/1960**

Nationality: **BRITISH**

Occupation: **CEO**

## Authorisation

### Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver manager, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor

# Companies House

Companies House does not verify the accuracy of the information filed  
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THE ROYAL MINT MUSEUM

Company number **07105875**

Date	Type	Description	View / Download
26 Apr 2021	AA	<b>Group of companies' accounts</b> made up to 31 March 2020	(33 pages)
13 Jan 2021	CS01	<b>Confirmation statement</b> made on 10 January 2021 with no updates	(3 pages)
07 Dec 2020	TM01	<b>Termination of appointment</b> of Blondel Bernadette Rosceilia Cluff as a director on 31 July 2020	(1 page)
28 May 2020	TM01	<b>Termination of appointment</b> of John Lippiett as a director on 20 February 2020	(1 page)
28 May 2020	TM01	<b>Termination of appointment</b> of Christopher John Frayling as a director on 4 June 2019	(1 page)
14 Jan 2020	CS01	<b>Confirmation statement</b> made on 10 January 2020 with no updates	(3 pages)
11 Nov 2019	AA	<b>Group of companies' accounts</b> made up to 31 March 2019	(30 pages)
12 Sep 2019	AP01	<b>Appointment</b> of Mrs Blondel Bernadette Rosceilia Cluff as a director on 4 June 2019	(2 pages)
25 Jan 2019	CS01	<b>Confirmation statement</b> made on 10 January 2019 with no updates	(3 pages)
13 Dec 2018	AP01	<b>Appointment</b> of Mrs Anne Patricia Jessopp as a director on 13 December 2018	(2 pages)
26 Nov 2018	AA	<b>Group of companies' accounts</b> made up to 31 March 2018	(29 pages)
04 Apr 2018	AP01	<b>Appointment</b> of Ms Victoria Mary Rogers as a director on 30 November 2017	(2 pages)
04 Apr 2018	AP01	<b>Appointment</b> of Ms Anna Elizabeth Brennand as a director on 30 November 2017	(2 pages)
16 Jan 2018	CS01	<b>Confirmation statement</b> made on 10 January 2018 with no updates	(3 pages)
19 Dec 2017	AA	<b>Group of companies' accounts</b> made up to 31 March 2017	(29 pages)
16 Jan 2017	CS01	<b>Confirmation statement</b> made on 10 January 2017 with updates	(4 pages)
17 Sep 2016	AA	<b>Group of companies' accounts</b> made up to 31 March 2016	(29 pages)
08 Apr 2016	AP01	<b>Appointment</b> of Mr Andrew Michael Burnett as a director on 24 March 2016	(2 pages)
12 Jan 2016	AR01	<b>Annual return</b> made up to 10 January 2016 no member list	(3 pages)
12 Jan 2016	CH01	<b>Director's details changed</b> for Mr Crispin William, Vipan Wright on 1 December 2015	(2 pages)
23 Dec 2015	AA	<b>Group of companies' accounts</b> made up to 31 March 2015	(32 pages)
29 Oct 2015	TM01	<b>Termination of appointment</b> of Sarah Jill Tebbutt as a director on 31 March 2015	(1 page)
29 Oct 2015	AP01	<b>Appointment</b> of Sir Nicholas Ian Macpherson as a director on 1 May 2015	(2 pages)
15 Jan 2015	AR01	<b>Annual return</b> made up to 10 January 2015 no member list	(4 pages)

12 Dec 2014 AA **Group of companies' accounts** made up to 31 March 2014

(29 pages)

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# Companies House

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THE ROYAL MINT MUSEUM

Company number **07105875**

- [Officers](#)
- [Persons with significant control](https://beta.companieshouse.gov.uk/company/07105875/persons-with-significant-control) (<https://beta.companieshouse.gov.uk/company/07105875/persons-with-significant-control>)

## Filter officers

Current officers

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## 11 officers / 5 resignations

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### BRENNAND, Anna Elizabeth

Correspondence address **The Royal Mint, Llantrisant, Pontyclun, Mid Glamorgan, CF72 8YT**

Role Active **Director**

Date of birth **March 1966**

Appointed on **30 November 2017**

Nationality **British**

Country of residence **England**

Occupation **Ceo**

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### BURNETT, Andrew Michael

Correspondence address **The Royal Mint, Llantrisant, Pontyclun, Mid Glamorgan, CF72 8YT**

Role Active **Director**

Date of birth **May 1952**

Appointed on **24 March 2016**

Nationality **British**

Country of residence **England**

Occupation **Retired**

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### JESSOPP, Anne Patricia

Correspondence address **The Royal Mint, Llantrisant, Pontyclun, Mid Glamorgan, CF72 8YT**

Role Active **Director**

Date of birth **October 1963**

Appointed on **13 December 2018**

Nationality **British**

Country of residence **Wales**

Occupation **Director**

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## **MACPHERSON, Nicholas Ian, Lord**

Correspondence address **The Royal Mint, Llantrisant, Pontyclun, Mid Glamorgan, CF72 8YT**

Role Active **Director**

Date of birth **July 1959**

Appointed on **1 May 2015**

Nationality **British**

Country of residence **England**

Occupation **Civil Servant**

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## **ROGERS, Victoria Mary**

Correspondence address **The Royal Mint, Llantrisant, Pontyclun, Mid Glamorgan, CF72 8YT**

Role Active **Director**

Date of birth **March 1975**

Appointed on **30 November 2017**

Nationality **British**

Country of residence **Wales**

Occupation **Museum Manager**

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## **WRIGHT, Crispin William, Vipan**

Correspondence address **The Royal Mint, Llantrisant, Pontyclun, Mid Glamorgan, CF72 8YT**

Role Active **Director**

Date of birth **November 1960**

Appointed on **15 January 2014**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Director**

---

## **CLUFF, Blondel Bernadette Rosceilia**

Correspondence address **The Royal Mint, Llantrisant, Pontyclun, Mid Glamorgan, CF72 8YT**

Role Resigned **Director**

Date of birth **May 1960**

Appointed on **4 June 2019**

Resigned on **31 July 2020**

Nationality **British**

Country of residence **England**

Occupation **Ceo**

---

## **FRAYLING, Christopher John, Sir**

Correspondence address **The Royal Mint, Llantrisant, Pontyclun, Mid Glamorgan, United Kingdom, CF72 8YT**

Role Resigned **Director**

Date of birth **December 1946**

Appointed on **21 July 2010**

Resigned on **4 June 2019**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Director**

---

## **KNIGHT, David Geoffrey**

Correspondence address **The Royal Mint, -, Llantrisant, Pontyclun, Mid Glamorgan, United Kingdom, CF72 8YT**

Role Resigned **Director**

Date of birth **April 1961**

Appointed on **15 December 2009**

Resigned on **2 February 2011**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Director**

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## **LIPPIETT, John, Rear Admiral**

Correspondence address **The Royal Mint, Llantrisant, Pontyclun, Mid Glamorgan, United Kingdom, CF72 8YT**

Role Resigned **Director**

Date of birth **August 1949**

Appointed on **11 January 2011**

Resigned on **20 February 2020**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Chief Executive, Mary Rose Trust**

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## **TEBBUTT, Sarah Jill**

Correspondence address **The Royal Mint, -, Llantrisant, Pontyclun, Mid Glamorgan, United Kingdom, CF72 8YT**

Role Resigned **Director**

Date of birth **December 1968**

Appointed on **15 December 2009**

Resigned on **31 March 2015**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Senior Civil Servant**

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