**FILE COPY**

# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10926919**

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

**CHESTERFIELD SYMPHONY ORCHESTRA PRODUCTION LTD**

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

Given at Companies House on **22nd August 2017**

***N10926919O***

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

339/40 ~~00339/40~~

In accordance with Section 9 of the Companies Act 2006.

# IN01

## Application to register a company

Companies House

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

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

✗ **What this form is NOT fo**
You cannot use this form t a limited liability partnersh this, please use form LL IN use this form if any individu with significant control is a or has applied for protectio having their details disclose public register. Contact enquiries@ companieshouse.gov.uk to get a separate form.

WEDNESDAY

*A6CY40HF*
A04 16/08/2017 #95
COMPANIES HOUSE

*A6C3E8MI*
A30 04/08/2017 #22
COMPANIES HOUSE

## Part 1 Company details

### A1 Company name

Check if a company name is available by using our name availability search:
**www.companieshouse.gov.uk/info**

Please show the proposed company name below.

Proposed company name in full ●: CHESTERFIELD SYMPHONY ORCHESTRA PRODUCTION LTD

For official use: 10926919

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

● **Duplicate names**
Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance at: www.gov.uk/companieshouse

### A2 Company name restrictions ●

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

● **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: www.gov.uk/companieshouse

### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ●

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative.

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

● **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website: www.gov.uk/companieshouse

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## A4 Company type ●

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

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

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

## A5 Principal business activity

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

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

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

Principal activity description

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

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

## A6 Situation of registered office ●

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☑ England and Wales
- ☐ Wales
- ☐ Scotland
- ☐ Northern Ireland

**● Registered office**
Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

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## A7 Registered office address ●

Please give the registered office address of your company.

| | |
|---|---|
| Building name/number | 14 |
| Street | MORRIS AVENUE |
| | |
| Post town | CHESTERFIELD |
| County/Region | DERBYSHIRE |
| Postcode | S41 7BA |

● **Registered office address**
You must ensure that the address shown in this section is consistent with the situation indicated in section A6.

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

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

## A8 Articles of association ●

Please choose one option only and tick one box only.

**Option 1**

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box.

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

**Option 2**

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box.

- ☑ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

**Option 3**

- ☐ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

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

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

## A9 Restricted company articles ●

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

☐

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

# Part 2 Proposed officers

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

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

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

## Secretary

### B1 Secretary appointments ●

Please use this section to list all the secretary appointments taken on formation. **For a corporate secretary, complete Sections C1-C4.**

| | |
|---|---|
| Title* | |
| Full forename(s) | |
| Surname | |
| Former name(s) ● | |
| | |

**● Corporate appointments**
For corporate secretary appointments, please complete section C1-C4 instead of section B.

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

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

### B2 Secretary's service address ●

| | |
|---|---|
| Building name/number | |
| Street | |
| | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

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

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

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

## Corporate secretary

### C1 Corporate secretary appointments ❶

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Additional appointments**
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

**Registered or principal address**
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

### C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**
→ **No** Complete **Section C4 only**

### C3 EEA companies ❶

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ❷

Registration number

❶ **EEA**
A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse

❷ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

### C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❶

Registration number

❶ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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## Director

### D1 Director appointments ●

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

| | |
|---|---|
| Title* | MRS |
| Full forename(s) | JOYCE ANNE |
| Surname | SALLIS |
| Former name(s) ● | |
| Country/State of residence ● | UK |
| Nationality | BRITISH |
| Month/year of birth ● | X X m0 m2 y1 y9 y4 y9 |
| Business occupation (if any) ● | |

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

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

● **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.

● **Month and year of birth**
Please provide month and year only.

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

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

### D2 Director's service address ●

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

| | |
|---|---|
| Building name/number | 14 |
| Street | MORRIS AVENUE |
| Post town | CHESTERFIELD |
| County/Region | DERBYSHIRE |
| Postcode | S41 7BA |
| Country | UK |

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

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

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

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Application to register a company

## Director

### D1 Director appointments ●

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

| | |
|---|---|
| Title* | MR. |
| Full forename(s) | ANDREW EDWARD |
| Surname | WARD |
| Former name(s) ● | |
| Country/State of residence ● | UK |
| Nationality | BRITISH |
| Month/year of birth ● | X X m 0 9 y 1 9 6 2 |
| Business occupation (if any) ● | ICT OPERATIONS MANAGER |

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

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

● **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.

● **Month and year of birth**
Please provide month and year only.

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

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

### D2 Director's service address ●

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

| | |
|---|---|
| Building name/number | 11 |
| Street | BIRKDALE DRIVE |
| Post town | CHESTERFIELD |
| County/Region | DERBYSHIRE |
| Postcode | S40 3JL |
| Country | UK. |

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

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

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

## Corporate director

### E1 Corporate director appointments ●

Please use this section to list all the corporate directors taken on formation.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

● **Additional appointments**
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

**Registered or principal address**
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

### E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**
→ **No** Complete **Section E4 only**

### E3 EEA companies ●

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/ firm is registered ●

Registration number

● **EEA**
A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse

● This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

### E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ●

If applicable, the registration number

● **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

# Part 3 Statement of capital

Does your company have share capital?
→ **Yes** Complete the sections below.
→ **No** Go to **Part 4 (Statement of guarantee).**

## F1 Statement of capital

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

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

**Continuation pages**
Please use a continuation page if necessary.

| **Currency**<br>Complete a separate table for each currency | **Class of shares**<br>E.g. Ordinary/Preference etc. | **Number of shares** | **Aggregate nominal value** (£, €, $, etc)<br>Number of shares issued multiplied by nominal value | **Total aggregate amount to be unpaid, if any** (£, €, $, etc)<br>Including both the nominal value and any share premium |
|---|---|---|---|---|
| Currency table A | | | | |
| STERLING | ORDINARY | 2 | £2 | |
| | | | | |
| | | | | |
| | **Totals** | 2 | £2 | NIL |
| Currency table B | | | | |
| | | | | |
| | | | | |
| | | | | |
| | **Totals** | | | |
| Currency table C | | | | |
| | | | | |
| | | | | |
| | | | | |
| | **Totals** | | | |
| | | Total number of shares | Total aggregate nominal value ● | Total aggregate amount unpaid ● |
| | **Totals (including continuation pages)** | 2 | £2 | NIL |

● Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

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

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

| | |
|---|---|
| Class of share | ORDINARY |
| Prescribed particulars ● | FULL RIGHTS TO VOTE, PARTICIPATE IN ANY DIVIDEND OR CAPITAL DISTRIBUTION. THERE ARE NO RIGHTS TO REDEEM ORDINARY SHARES IN THE COMPANY |

**● Prescribed particulars of rights attached to shares**

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

**Continuation pages**
Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

| | |
|---|---|
| Class of share | |
| Prescribed particulars ● | |

**● Prescribed particulars of rights attached to shares**

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

**Continuation pages**

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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## F3 Initial shareholdings

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

Please complete the details below for each subscriber.

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

**Initial shareholdings**
Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

| Subscriber's details | Class of share | Number of shares | Currency | Nominal value of each share | Amount (if any) to be unpaid on each share (including the nominal value and any share premium) | Amount to be paid on each share (including the nominal value and any share premium) |
|---|---|---|---|---|---|---|
| Name JOYCE ANNE SALLIS | ORDINARY | 1 | STERLING | £1 | NIL | £1 |
| Address 14, MORRIS AVENUE CHESTERFIELD DERBYSHIRE S41 7BA | | | | | | |
| Name ANDREW EDWARD WOOD | | | | | | |
| Address 11, BIRKDALE DRIVE CHESTERFIELD DERBYSHIRE S40 3JL | ORDINARY | 1 | STERLING | £1 | NIL | £1 |
| Name | | | | | | |
| Address | | | | | | |
| Name | | | | | | |
| Address | | | | | | |

# Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below.

→ **No** Go to **Part 5** People with significant control (PSC).

## G1 Subscribers

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

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

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

**Subscriber's details**

| | |
|---|---|
| Forename(s) ● | |
| Surname ● | |
| Address ● | |
| Postcode | |
| Amount guaranteed ● | |
| Class of member (if applicable) ● | |

**Subscriber's details**

| | |
|---|---|
| Forename(s) ● | |
| Surname ● | |
| Address ● | |
| Postcode | |
| Amount guaranteed ● | |
| Class of member (if applicable) ● | |

● **Name**
Please use capital letters.

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

● **Amount guaranteed**
Any valid currency is permitted.

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

**Continuation pages**
Please use a 'Subscribers' continuation page if necessary.

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### Subscriber's details

| | |
|---|---|
| Forename(s) ● | |
| Surname ● | |
| Address ● | |
| Postcode | |
| Amount guaranteed ● | |
| Class of member (if applicable) ● | |

### Subscriber's details

| | |
|---|---|
| Forename(s) ● | |
| Surname ● | |
| Address ● | |
| Postcode | |
| Amount guaranteed ● | |
| Class of member (if applicable) ● | |

### Subscriber's details

| | |
|---|---|
| Forename(s) ● | |
| Surname ● | |
| Address ● | |
| Postcode | |
| Amount guaranteed ● | |
| Class of member (if applicable) ● | |

### Subscriber's details

| | |
|---|---|
| Forename(s) ● | |
| Surname ● | |
| Address ● | |
| Postcode | |
| Amount guaranteed ● | |
| Class of member (if applicable) ● | |

**● Name**
Please use capital letters.

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

**● Amount guaranteed**
Any valid currency is permitted.

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

**Continuation pages**
Please use a 'Subscribers' continuation page if necessary.

# Part 5 People with significant control (PSC)

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

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

## H1 Statement of initial significant control ●

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

● **Statement of initial significant control**
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

## H2 Statement of no PSC

**(Please tick the statement below if appropriate )**

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

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## Individual PSC

### H3 Individual's details

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

| | |
|---|---|
| Title* | MRS |
| Full forename(s) | JOYCE ANNE |
| Surname | SALLIS |
| Country/State of residence● | UK |
| Nationality | BRITISH |
| Month/year of birth● | X X 02 1949 |

● **Country/State of residence**
This is in respect of the usual residential address as stated in section H6.

● **Month and year of birth**
Please provide month and year only.

### H4 Individual's service address ●

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

| | |
|---|---|
| Building name/number | 14 |
| Street | MORRIS AVENUE |
| | |
| Post town | CHESTERFIELD |
| County/Region | DERBYSHIRE |
| Postcode | S41 7BA |
| Country | UK |

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

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

## H7 Nature of control for an individual●

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

●Tick each that apply.

**Ownership of shares**

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

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

**Ownership of voting rights**

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

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

**Ownership of right to appoint/remove directors**

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

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

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

## H8 Nature of control by a firm over which the individual has significant control ●

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

●Tick each that apply.

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

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

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

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

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

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

H9

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

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

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

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

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

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

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

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

● Tick each that apply.

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## Individual PSC

### H3 Individual's details

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

| | |
|---|---|
| Title* | MR |
| Full forename(s) | ANDREW EDWARD |
| Surname | WARD |
| Country/State of residence● | UK |
| Nationality | BRITISH |
| Month/year of birth● | X X m 0 m 7 y 1 y 9 y 6 y 2 |

● **Country/State of residence**
This is in respect of the usual residential address as stated in section H6.

● **Month and year of birth**
Please provide month and year only.

### H4 Individual's service address ●

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

| | |
|---|---|
| Building name/number | 11 |
| Street | BIRKDALE DRIVE |
| | |
| Post town | CHESTERFIELD |
| County/Region | DERBYSHIRE |
| Postcode | S 4 0 3 J L |
| Country | |

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

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

## H7 Nature of control for an individual●

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

●Tick each that apply.

**Ownership of shares**

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

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

**Ownership of voting rights**

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

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

**Ownership of right to appoint/remove directors**

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

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

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

## H8 Nature of control by a firm over which the individual has significant control ●

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

●Tick each that apply.

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

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

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

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

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

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

H9

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

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

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

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

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

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

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

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

● Tick each that apply.

# IN01
Application to register a company

## Relevant legal entity (RLE)

### I1 RLE details ●

| | |
|---|---|
| Corporate or firm name | |
| Building name/number | |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

● **Registered or principal office address**
This is the address that will appear on the public record.

### I2 Legal form and governing law

Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.

| | |
|---|---|
| Legal form | |
| Governing law | |
| If applicable, register in which RLE is entered ● | |
| Country/State ● | |
| Registration number ● | |

● **Registration number**
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

## 13 Nature of control for the RLE ●

Please indicate how the RLE has significant control over the company

●Tick each that apply.

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

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

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

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

**Ownership of right to appoint/remove directors**

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

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

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

## 14 Nature of control by a firm over which the RLE has significant control ●

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

●Tick each that apply.

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

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

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

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

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

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

15

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

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

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

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

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

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

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

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

● Tick each that apply.

## Other registrable person (ORP)

### J1 ORP details

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

Name of ORP

### J2 Principal office address ●

Building name/number

Street

Post town

County/Region

Postcode

Country

● **Principal office address**
This is the address that will appear on the public record.

### J3 Legal form and governing law

Legal form

Governing law

## J4 Nature of control ●

Please show how the ORP has significant control over the company

● Tick each that apply.

**Ownership of shares**

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

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

**Ownership of voting rights**

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

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

**Ownership of right to appoint/remove directors**

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

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

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

## J5 Nature of control by a firm over which the ORP has significant control ●

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

● Tick each that apply.

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

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

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

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

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

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

J6

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

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

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

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

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

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

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

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

● Tick each that apply.

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

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

## K1 Election to keep secretaries' register information on the public register ●

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

● only applies if the proposed company will have a secretary.

## K2 Election to keep directors' register information on the public register

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

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

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

## K3 Election to keep directors' usual residential address (URA) register information on the public register

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

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

## K4 Election to keep members' register information on the public register

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

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

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

## K5 Election to keep PSC register information on the public register

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

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

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

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

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

# Part 7 Consent to act

## L1 Consent statement

Please tick the box to confirm consent.

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

# Part 8 Statement about individual PSC particulars

## M1 Particulars of an individual PSC ●

Please tick the box to confirm.

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

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

# Part 9 Statement of compliance

This section must be completed by all companies.

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

→ **No** Go to **Section N1** (Statement of compliance delivered by the subscribers).

→ **Yes** Go to **Section N2** (Statement of compliance delivered by an agent).

## N1 Statement of compliance delivered by the subscribers ●

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

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

● **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

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

Subscriber's signature — Signature X X

Subscriber's signature — Signature X X

Subscriber's signature — Signature X X

Subscriber's signature — Signature X X

## N2 Statement of compliance delivered by an agent

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

| | |
|---|---|
| Agent's name | |
| Building name/number | |
| Street | |
| | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |
| | I confirm that the requirements of the Companies Act 2006 as to registration have been complied with. |
| Agent's signature | Signature<br>X X |

# IN01
Application to register a company

## Presenter information

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

Contact name: MRS JOYCE ANNE SAMS

Company name: CHESTERFIELD SYMPHONY ORCHESTRA PRODUCTIONS LTD

Address: 14 MORRIS AVENUE

Post town: CHESTERFIELD

County/Region: DERBYSHIRE

Postcode: S41 7BA

Country: UK

DX:

Telephone: 01246 273767

## Certificate

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

- ☐ At the registered office address (Given in Section A7).
- ☐ At the agents address (Given in Section N2).

## Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

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

## Important information

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

## How to pay

**A fee is payable on this form.**
Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse

## Where to send

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

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

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

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

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

## Further information

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

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

**The Companies Act 2006 (the Act)**

**Private Company Limited by Shares**

# Memorandum and Articles of Association of Limited

10395575-1

**The Companies Act 2006**
(the **Act**)

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**
**OF**

CHESTERFIELD SYMPHONY ORCHESTRA PRODUCTION **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 and to take at least one share.

| **Name of each subscriber:** | **Authentication by each subscriber:** |
|---|---|
| JOYCE ANNE SALLIS | |
| ANDREW EDWARD WALLS | |

**Dated** 1 AUGUST 2017

**THE COMPANIES ACT 2006**
**(the Act)**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**OF**

---

CHESTERFIELD SYMPHONY ORCHESTRA PRODUCTION **LIMITED (the "Company")**

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**INTRODUCTION**

1. **Interpretation**

1.1 The following definitions and rules of interpretation shall apply in these Articles:

| | |
|---|---|
| **Act** | the Companies Act 2006; |
| **Articles** | the Company's articles of association for the time being in force; |
| **Business Day** | a day other than a Saturday, Sunday or public holiday in England on which banks in London are open for business; |
| **Conflict** | a situation in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company; |
| **Controlling Shareholder** | a registered holder for the time being of not less than 75% in nominal value of the equity share capital of the Company from time to time; |
| **Eligible Director** | *a director who would be entitled to vote on the matter* at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter); |
| **Group** | the Company, any subsidiary or any holding company of the Company from time to time, and any subsidiary from time to time of a holding company and member of the Group shall mean any of them; |
| **Holding Company** | has the meaning given in Article 1.6; |
| **Model Articles** | the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229), as |

amended prior to the date of adoption of these Articles and reference to a numbered **Model Article** is a reference to that article of the Model Articles;

**Subsidiary** has the meaning given in Article 1.6.

1.2 Unless expressly provided otherwise in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles. The final paragraph of Model Article 1 shall not apply to the Company.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to a numbered **Article** is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise in these Articles, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

1.5.1 any subordinate legislation made under it, whether before or after the date of adoption of these Articles; and

1.5.2 any amendment or re-enactment, whether before or after the date of adoption of these Articles and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

This Article 1.5 shall not apply to the definition of **Model Articles** in Article 1.1.

1.6 A reference to a **holding company** or **subsidiary** means a holding company or a subsidiary (as the case may be) as defined in section 1159 of the Act and for the purposes only of the membership requirement contained in sections 1159(1)(b) and (c), a company shall be treated as a member of another company even if its shares in that other company are registered in the name of (a) another person (or its nominee), by way of security or in connection with the taking of security, or (b) its nominee.

1.7 Any words following the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.

1.8 Where the context permits, **other** and **otherwise** are illustrative and shall not limit the sense of the words preceding them.

1.9 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by, or are inconsistent with, these Articles.

1.10 Model Articles 8(3), 11(2) and (3), 14(1), (2), (3) and (4), 38, 52 and 53 shall not apply to the Company.

1.11 Model Article 7 shall be amended by:

1.11.1 the insertion of the words "for the time being" at the end of Model Article 7(2)(a); and

1.11.2 the insertion in Model Article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".

1.12 In Model Article 8(2), the words "copies of which have been signed by each eligible director" shall be deleted and replaced with the words "of which each Eligible Director has signed one or more copies".

1.13 Model Article 20 shall be amended by the insertion of the words "and the company secretary (if any)" before the words "properly incur".

1.14 In Model Article 25(2)(c), the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity".

1.15 In Model Article 30(4), the words "the terms on which shares are issued" shall be deleted and replaced with "the rights attached to any shares".

1.16 In Model Article 32(a), the words "the terms on which the share was issued" shall be deleted and replaced with "the rights attached to the share".

1.17 Model Article 44(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that Model Article.

**DIRECTORS**

2. **Directors' general authority**

Any or all powers of the directors (or any of them) shall be restricted in such respects, to such extent and for such duration as a Controlling Shareholder may from time to time by notice in writing to the Company prescribe.

3. **Quorum for directors' meetings**

3.1 Subject to Article 3.2, the quorum for the transaction of business at a meeting of directors is any two Eligible Directors or, where there is only one director in office for the time being, or only one Eligible director that director.

3.2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 5 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s) (as defined in Article 5.1), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

4. **Transactions or other arrangements with the Company**

4.1 Subject to section 177(5) and (6) and section 182(5) and (6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

4.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;

4.1.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;

4.1.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;

4.1.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

4.1.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and

4.1.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate; and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit, nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

4.2 The provisions of Article 4.1.1 to Article 4.1.6 (inclusive) are subject, where applicable, to any terms and conditions imposed by the directors in accordance with Article 5.2.

5. **Directors' conflicts of interest**

5.1 In accordance with the requirements set out in this Article 5, the Company may authorise any Conflict proposed by any director which would, if not authorised, involve a director (an Interested Director) breaching his duty under section 175 of the Act to avoid conflicts of interest.

5.2 Any authorisation under this Article 5 will be effective only if the Interested Director has disclosed the nature and extent of his interest in accordance with Article 4.1.

5.3 A person who is a director of the Company, notwithstanding his office, may be a director or other officer of, employed by, or otherwise interested (including by the holding of shares) in, any member of the Group and no further authorisation shall be necessary in respect of any such interest.

5.4 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit that he derives from or in connection with a relationship involving a Conflict which has been authorised in accordance with these Articles, by the Company or by these Articles (subject in each case to any terms, limits or conditions attaching to that authorisation). No contract shall be liable to be avoided on such grounds.

6. **Records of decisions to be kept**

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in a form that enables the directors to retain a copy of such decisions.

7. **Number of directors**

The number of directors shall not be subject to any maximum but shall not be less than one. A sole director shall have all the powers, duties and discretions conferred on or vested in the directors by these Articles.

8. **Appointment and removal of directors**

8.1 The Controlling Shareholder may at any time and from time to time by notice in writing to the Company appoint one or more persons to be a director or directors of the Company and to remove any director or directors from office (whether or not appointed pursuant to this Article 8).

8.2 Model Article 18 shall be amended by the inclusion of the words "notification of the director's removal is received by the Company from a Controlling Shareholder pursuant to Article 8.1" as a new paragraph (g) at the end of that Model Article.

8.3 The Company shall at all times have at least one director who is not a director, member or employee of the holding company or Controlling Shareholder.

8.4 Any removal of a director pursuant to Article 8.1 shall be without prejudice to any claim for breach of contract under any employment agreement between the Company and the director so removed.

9. **Secretary**

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

**SHARES AND SHAREHOLDERS**

10. **Issue of new shares**

The directors shall not exercise any power of the Company to allot shares or other securities in, or to grant rights to subscribe for, or convert into, shares or other securities of, the Company without the prior written consent of a Controlling Shareholder (if any). Without limitation, the powers of the directors under section 550 of the Act are limited accordingly.

11. **Quorum for general meetings**

11.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.

11.2 Where the Company has only one shareholder for the time being, one qualifying person (as defined in section 318 of the Act) present at the meeting shall be a quorum. In any other case, the quorum shall be:

11.2.1 the Controlling Shareholder present in person, by proxy or by authorised representative; or

11.2.2 if the Company does not have a Controlling Shareholder for the time being, any two shareholders present in person, by proxy or by authorised representative.

**ADMINISTRATIVE ARRANGEMENTS**

12. **Change of company name**

The name of the Company may be changed by:

(a) a decision of the directors; or

(b) a special resolution of the shareholders,

or otherwise in accordance with the Act.

13. **Means of communication to be used**

13.1 Subject to Article 13.2, any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:

13.1.1 if delivered by hand, on signature of a delivery receipt or at the time the notice, document or other information is left at the address; or

13.1.2 if sent by fax, at the time of transmission; or

13.1.3 if sent by pre-paid United Kingdom first class post, recorded delivery or special delivery to an address in the United Kingdom, at 9.00 am on the second Business Day after posting; or

13.1.4 if sent or supplied by e-mail, one hour after the notice, document or information was sent or supplied; or

13.1.5 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website; and

13.1.6 if deemed receipt under the previous paragraphs of this Article 13.1 would *occur outside business hours (meaning 9.00 am to 5.30 pm Monday to Friday on* a day that is not a public holiday in the place of deemed receipt), at 9.00 am on the day when business next starts in the place of deemed receipt. For the purposes of this article, all references to time are to local time in the place of deemed receipt.

13.2 To prove service, it is sufficient to prove that:

13.2.1 if delivered by hand, the notice was delivered to the correct address; or

13.2.2 if sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number; or

13.2.3 if sent by post, the envelope containing the notice was properly addressed, paid for and posted; or

13.2.4 if sent by e-mail, the notice was properly addressed and sent to the e-mail address of the recipient.

## 14. Indemnity and insurance

14.1 Subject to Article 14.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

14.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them.

This indemnity includes any liability incurred by him

(a) in defending any civil or criminal proceedings, or regulatory investigation or action, (A) in which judgment is given in his favour, (B) in which he is acquitted or (C) the proceedings are, or the investigation or action is, otherwise disposed of without any finding or admission of any material breach of duty on his part or

(b) in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

14.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings, investigation, action or application referred to in Article 14.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

14.2 This Article 14 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly.

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

14.4 In this Article 14:

14.4.1 **associated company** means any member of the Group and **associated companies** shall be construed accordingly;

14.4.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and

14.4.3 a **relevant officer** means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

Declaration of Trust

By this deed,

Joyce Anne Sallis of 14 Morris Avenue, Chesterfield, Derbyshire S41 7BA and Andrew Edward Ward of 11 Birkdale Drive, Chesterfield, Derbyshire S40 3JL

Acknowledge and declare as follows:

1 We hold 2 shares of £1 in Chesterfield Symphony Orchestra Production Ltd (the Company) on trust for Chesterfield Symphony Orchestra of 14 Morris Avenue, Chesterfield, Derbyshire, S41 7BA (the Organisation) Association and its successors in title;

2 We will deal with the Shares and exercise all rights which may arise from holding them in accordance with the directions of any one or more representatives of the Association who appear to us to be authorised to give directions on behalf of the Association; and

3 We direct the Company to make any payments relating to our ownership of the Shares directly to the Association.

In witness of which we have executed and delivered this deed on 1 AUGUST 2017

**EXECUTED** as a **DEED** by Joyce Anne Sallis

**Witness:** Lesley Julia Charles.

Signature: L J Charles.

Name: Lesley Charles.

Address: The Sheiling
Crow Lane, Unstone, S18 4AL.

Occupation: music teacher.

**EXECUTED** as a **DEED** by Andrew Edward Ward

**Witness:** Lesley Julia Charles.

Signature: L J Charles.

Name: Lesley Charles.

Address: The Sheiling
Crow Lane, Unstone, S18 4AL.

Occupation music teacher.