FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **11104914**

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

JCBA HOLDINGS 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, Cardiff, on **11th December 2017**

* N111049148 *

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

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

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: **08/12/2017**

X6KTZ0Y1

Company Name in full:	**JCBA HOLDINGS LTD**
Company Type:	**Private company limited by shares**
Situation of Registered Office:	**England and Wales**
Proposed Registered Office Address:	**UNIT 31 WHITEHILL INDUSTRIAL ESTATE** **ROYAL WOOTTON BASSETT** **SWINDON** **WILTSHIRE** **UNITED KINGDOM SN4 7DB**
Sic Codes:	**64209**

Proposed Officers

Company Director 1

Type:	**Person**
Full Forename(s):	**MR JAMES**
Surname:	**BARNETT**
Service Address:	**615 FERNDALE ROAD** **SWINDON** **WILTSHIRE** **UNITED KINGDOM SN2 1DQ**
Country/State Usually Resident:	**UNITED KINGDOM**

Date of Birth: ****/06/1983** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

Class of Shares:	**ORDINARY**	*Number allotted*	**1**
Currency:	**GBP**	*Aggregate nominal value:*	**1**

Prescribed particulars

ALL RIGHTS ATTACHED, EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES, IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION AND IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY

Statement of Capital (Totals)

Currency:	**GBP**	*Total number of shares:*	**1**
		Total aggregate nominal value:	**1**
		Total aggregate unpaid:	**0**

Initial Shareholdings

Name: **JAMES BARNETT**

Address

615 FERNDALE ROAD
SWINDON
WILTSHIRE
UNITED KINGDOM
SN2 1DQ

Class of Shares:	**ORDINARY**
Number of shares:	**1**
Currency:	**GBP**
Nominal value of each share:	**1**
Amount unpaid:	**0**
Amount paid:	**1**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR JAMES BARNETT**

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

Date of Birth: ****/06/1983** *Nationality:* **BRITISH**

Service Address:

615 FERNDALE ROAD
SWINDON
WILTSHIRE
UNITED KINGDOM
SN2 1DQ

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

Nature of control	**The person holds, directly or indirectly, 75% or more of the shares in the company.**
Nature of control	**The person holds, directly or indirectly, 75% or more of the voting rights in the company.**
Nature of control	**The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.**

Statement of Compliance

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

Name: **JAMES BARNETT**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

THE COMPANIES ACT 2006

PRIVATE COMPANY WITH A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

JCBA Holdings Ltd

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.

Subscriber : James Barnett

Dated:- 8th December 2017

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

JCBA Holdings Ltd

INTRODUCTION

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the company's articles of association for the time being in force;

business day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Conflict: has the meaning given in article 5.1; and

Model Articles: means 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.

1.2 Save as otherwise specifically provided 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.

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

1.4 A reference in these Articles to an 'article' is a reference to the relevant article of these Articles unless expressly provided otherwise.

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

(a) any subordinate legislation from time to time made under it; and

(b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6 Any phrase introduced by the terms **'including'**, **'include'**, **'in particular'** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

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

1.8 Articles 11(2) and (3), 13, 14(1), (2), (3) and (4), 52 and 53 of the Model Articles shall not apply to the company.

1.9 Article 20 of the Model Articles shall be amended by the insertion of the words 'and the secretary' before the words 'properly incur'.

DIRECTORS

2. QUORUM FOR DIRECTORS' MEETINGS

2.1 The quorum for the transaction of business at a meeting of directors is two, however, where there is only one director in office, the quorum for such a meeting may be one director.

2.2 For the purposes of any meeting (or part of a meeting) held pursuant to article 5 to authorise a director's conflict, if there is only one director in office who is a conflicted director, such a director acting alone, may constitute a quorum.

3. CASTING VOTE

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

4. DIRECTORS' DEALINGS WITH THE COMPANY

4.1 A director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act.

4.2 A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his

interest to the other directors as soon as is reasonably practicable in accordance with the Act unless the interest has already been declared in accordance with Article 4.1 above.

4.3 Subject to sections 177(5), 177(6), 182(5) and 182(6) of the Act, the disclosures required under Articles 4.1 and 4.2 and to any terms and conditions imposed by the directors, a director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.

4.4 A director need not declare an interest under clause 4.1 and clause 4.2 as the case may be:

(a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

(b) of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware;

(c) if, or to the extent that, the other directors are already aware of it, and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware; or

(d) if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a board meeting.

5. DIRECTORS' CONFLICTS OF INTEREST

5.1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest (**Conflict**).

5.2 Any authorisation under this article will be effective only if the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine.

5.3 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):

(a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;

(b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine; and

(c) be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

5.4 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to:

(a) disclose such information to the directors or to any director or other officer or employee of the company; or

(b) use or apply any such information in performing his duties as a director,

where to do so would amount to a breach of that confidence.

5.5 Where the directors authorise a Conflict:

(a) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict; and insofar as he does not do so their authorisation will no longer be valid; and

(b) the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation and provided that the conflicted director is not in breach of his duties set out in s171 to 177 of the Act otherwise than by reason of the mere existence of the conflict.

5.6 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 which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and 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, (including but not limited to telephone, text message or e-mail) such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

7. NUMBER OF DIRECTORS

The number of directors shall not be subject to any maximum and where only one director is in office, the minimum number shall be one, provided always that where only one director is in office, such director shall be a natural person.

8. SECRETARY

The Company is not required to have a secretary, but the directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

9. NOTICE

9.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

(a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;

(b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;

(c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and

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

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

9.2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

10. INDEMNITY

10.1 Subject to article 10.3, but without prejudice to any indemnity to which a relevant officer is otherwise entitled, 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, including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the company's (or any associated company's) affairs but not including any of the matters set out in section 243 (3) of the Act .

10.2 The Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 11 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

10.3 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

11. INSURANCE

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.

12. OBJECTS OF THE COMPANY

12.1 The Company's objects are:

(a) to carry on business as a general commercial company; and

(b) any other trade or business which may seem to the company and its directors to be advantageous and to directly or indirectly enhance all or any of the business of the Company.

12.2 Notwithstanding Article 12.1, the Company's objects are unrestricted.

13. DECISIONS OF SHAREHOLDERS

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

Dated this 8th day of December 2017