

BIOD SERVICES LIMITED UPDATE PAPER

Report by Sarah Hyslop

PURPOSE

1. To update Trustees on the recent changes to the shareholdings and Articles of Association for BioD Services Limited

TRUSTEE ACTION

2. Note the updates and changes to BioD Services Limited

INTRODUCTION

3. The following people held £1 shares in Trust for BioD;

Rachel Stroud (held as interim CEO)

Andrew Wood (held as Director of BioD Services)
4. The incentive for this change started when Jo Judge joined the Trust in May 2016. The process was started to transfer RS share to JJ and this resulted in the question being raised as to whether David Parker (BioD Director) should also have a share.
5. The lawyers were then contacted to ask this and both Freeth and DLA Piper advised that it would be good practice for the Charity to own the shares and not individual Directors holding them in Trust for NBN as this can result in unnecessary burden to change this should Directors leave.
6. DLA Piper also advised after seeing the Articles for BioD that they should be revised and brought up to date. The advice from DLA Piper was that we would be better combining the share transfer with adopting the new standard form model Articles of Association.
7. The company was incorporated back in 2001 and since then the law applying to companies has changed substantially with the new Companies Act 2006. Before that Act, the company had to have two shareholders. Companies incorporated after that date only have to have one shareholder. Where companies adopt the new form of Articles of Association this is no longer a problem but we had the old form Articles of Association which means the situation was not altogether clear.

SUMMARY OF THE MEETING HELD ON 28 FEBRUARY 2017

8. A meeting of the BioD Directors; Jo Judge, Andrew Wood and David Parker was held on 28 February 2017. At this meeting all Directors agreed to the transfer of the shares and for the amendments to the Articles.

OUTCOMES

9. The NBN Trust owned the shares before, they were simply held on trust for them. All that has happened is the shares are now registered in its name. It was a subsidiary before and remains a subsidiary.
10. The number of shares remains the same i.e. 2 X £1, they are now registered in the name of the Trust rather than the Directors (see Annex 1 for the updated share certificate which is being kept on file at the NBN Trust office)
11. The revised Articles were filed with Companies House on 14 March 2017 (see confirmation below taken from Companies House)

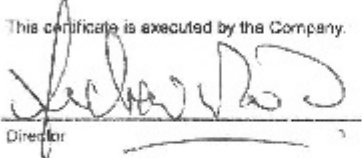
17 Mar 2017 **Register inspection address** has been changed from 33 Castle Gate Newark Notts NG24 1BA England to Broadway Business Centre 32a Stoney Street Nottingham NG1 1LL

16 Mar 2017 **Confirmation statement** made on 13 March 2017 with updates

14 Mar 2017 Resolutions
• **Resolution of adoption of Articles of Association**

ANNEX 1;

UPDATED SHARE CERTIFICATE

Certificate No. <input type="text"/>	Number of Shares <input type="text" value="2"/>
SHARE CERTIFICATE	
<input type="text" value="BioD Services Limited"/>	
Registered Number 4178674	
Security Title Ordinary Shares of £1 each	
Number of Shares Two	
This is to Certify that National Biodiversity Network Trust 32a Broadway Business Centre Stoney Street Nottingham NG1 1LL	
is the Registered Holder of the within mentioned Shares in the Company, subject to the Articles of Association of the Company.	
This certificate is executed by the Company.	
 Director	
On <u>12 June 2017</u>	
No transfer of any of the above Shares can be registered unless accompanied by the Certificate.	