Wave® Memorandum and Articles

Release 0.0.1

Author(s): Company Warehouse, Chelmsford (Essex)

Dec 03, 2018

CONTENTS

The Companies Act 2006. Private Company Limited by shares.

Memorandum of Association of; **MAKE IT WAVE 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

Names of subscriber(s); **SION HYWEL BUCKLER**

Dated: 14/05/2018

CHANGELOG

- **:release:'1.6.1 <2018-07-02>'**

- **:release:'1.5.1 <2018-07-02>'**

- **:support:'73 backported'** (via **:issue:'77'**) Add support for Sphinx 1.7.x (while retaining support for previous versions of Sphinx). Thanks to Miro Hrončok for the patch.

- **:release:'1.6.0 <2018-06-20>'**

- **:feature:'75'** Update `releases.util.parse_changelog` so it hands kwargs into `releases.util.make_app`, which in turn now accepts a `load_extensions` argument triggering loading of one's configured extensions. This is only of interest if you're using `parse_changelog` directly; it does not impact normal Releases usage.

- **:release:'1.5.0 <2018-05-02>'**

- **:feature:'59'** Allow multiple changelog files – `releases_document_name` may now optionally be a list of strings instead of a single string. Thanks to William Minchin for the patch.

- **:release:'1.4.2 <2018-04-27>'**

- **:support:'74 backported'** We never pulled our README into our `setup.py` metadata, resulting in a rather sparse PyPI page! This has been fixed. Thanks to Peter Demin for the report.

- **:release:'1.4.1 <2018-03-28>'**

- **:support:'73 backported'** Sphinx 1.7.x changed some semi-public APIs; given this is the second minor release in a row to do so, we're explicitly bracketing our `setup.py` dependencies to Sphinx >= 1.3 and < 1.7. We expect to bump this up one minor release at a time as we add compatibility back in.

- **:release:'1.4.0 <2017-10-20>'**

- **:support:'-'** Drop Python 2.6 and 3.3 support, to correspond with earlier changes in Sphinx and most other public Python projects.

- **:bug:'- major'** Identified a handful of issues with our Sphinx pin & subsequently, internal changes in Sphinx 1.6 which broke (and/or appear to break, such as noisy warnings) our own behavior. These have (hopefully) all been fixed.

- **:release:'1.3.2 <2017-10-19>'**

- **:support:'68 backported'** Update packaging requirements to allow for `sphinx>=1.3,<2`. Thanks to William Minchin.

- **:release:'1.3.1 <2017-05-18>'**

- **:bug:'60'** Report extension version to Sphinx for improved Sphinx debug output. Credit: William Minchin.

- **:bug:'66'** (via **:issue:'67'**) Deal with some Sphinx 1.6.1 brokenness causing `AttributeError` by leveraging `getattr()`'s default-value argument. Thanks to Ian Cordasco for catch & patch.

- **:release:'1.3.0 <2016-12-09>'**

- **:feature:'-'** Add `releases.util`, exposing (among other things) a highly useful `parse_changelog(path)` function that returns a user-facing dict representing a parsed changelog. Allows users to examine their changelogs programmatically and answer questions like "do I have any outstanding bugs in the 1.1 release line?".

- **:release:'1.2.1 <2016-07-25>'**

- **:support:'51 backported'** Modernize release management so PyPI trove classifiers are more accurate, wheel archives are universal instead of Python 2 only, and release artifacts are GPG signed.

- **:bug:'56'** Fix exceptions that occurred when no release/issue link options were configured. Now those options are truly optional: release version and issue number text will simply display normally instead of as hyperlinks. Thanks to André Caron for the report.

- **:bug:'36'** Changelogs with no releases whatsoever should still be viable instead of raising exceptions. This is now happily the case. All items in such changelogs will end up in a single "unreleased features" list, just as with regular prehistory entries. Thanks to Steve Ivy for initial report and André Caron for additional feedback.

- **:release:'1.2.0 <2016-05-20>'**

- **:bug:'- major'** Fix formatting of release header dates; a "75% text size" style rule has had an uncaught typo for some time.

- **:bug:'55 major'** Non-annotated changelog line items (which implicitly become bugs) were incorrectly truncating their contents in some situations (basically, any time they included non-regular-text elements like monospace, bold etc). This has been fixed.

- **:feature:'19'** Add `unstable_prehistory` option/mode for changelogs whose 0.x release cycle is "rapid" or "unstable" and doesn't closely follow normal semantic version-driven organization. See unstable-prehistory.

- **:bug:'53 major'** Tweak newly-updated models so bugfix items prior to an initial release are considered 'major bugs' so they get rolled into that initial release (instead of causing a `ValueError`).

- **:release:'1.1.0 <2016-04-28>'**

- **:feature:'45'** Add support for major version transitions (e.g. 1.0 to 2.0).

Note: This adds a new install-time dependency: the semantic_version library. It's pure Python, so installation should be trivial.

- **:bug:'44 major'** Update one of our internal docutils-related classes for compatibility with Sphinx 1.4.x. Thanks to Gabi Davar for catch & patch.

- **:release:'1.0.0 <2015-11-05>'**

- **:feature:'42'** For readability, issues within each release so they are displayed in feature->bug->support order.

- **:feature:'41'** Clean up changelog discovery so one can have comments, paragraphs or other non-bullet-list elements above or below the changelog. Thanks to Rodrigue Cloutier for the original request/patch.

- **:release:'0.7.0 <2014-09-04>'**

- **:bug:'30 major'** Add LICENSE (plus a handful of other administrative files) to a `MANIFEST.in` so sdists pick it up. Thanks to Zygmunt Krynicki for catch & original patch (**:issue:'33'**).

- **:feature:'21'** Allow duplicate issue numbers; not allowing them was technically an implementation detail. Thanks to Dorian Puła for the patch.

- **:release:'0.6.1 <2014-04-06>'**

- **:bug:'-'** Fix a silly issue with the new feature from **:issue:'22'** where it accidentally referred to the Sphinx document *title* instead of the document *filename*.

- **:release:'0.6.0 <2014-04-03>'**

- **:feature:'22'** Make the document name used as the changelog - previously hardcoded as `changelog(.rst)` - configurable. Thanks to James Mills for the feature request.

- **:feature:'26'** Allow specifying Github path shorthand config option instead of explicit release/issue URL strings.

- **:release:'0.5.3 <2014-03-15>'**

- **:bug:'25'** Empty/no-issue line items broke at some point; fixed.

- **:bug:'24'** Broke inline issue parsing; fixed now.

- **:release:'0.5.2 <2014-03-13>'**

- **:bug:'23'** Rework implementation to deal with issue descriptions that span more than one paragraph - subsequent paragraphs/blocks were not being displayed prior.

- **:release:'0.5.1 <2014-02-11>'**

- **:bug:'-'** Fix silly bug in **:issue:'20'** that cropped up on Python 3.x.

- **:release:'0.5.0 <2014-02-11>'**

- **:feature:'20'** Allow specifying minimum release line in bugfixes that don't apply to all active lines (e.g. because they pertain to a recently added feature.)

- **:release:'0.4.0 <2013-12-24>'**

- **:feature:'17'** Allow releases to explicitly define which issues they include. Useful for overriding default assumptions (e.g. a special bugfix release from an otherwise dormant line.)

- **:release:'0.3.1 <2013-12-18>'**

- **:bug:'16'** Fix some edge cases regarding release ordering & unreleased issue display. Includes splitting unreleased display info into two 'Next release' pseudo-release entries.

- **:support:'15'** Add /concepts to flesh out some assumptions not adequately explained in /usage.

- **:release:'0.3.0 <2013-11-21>'**

- **:feature:'11'** Fix up styling so changelogs don't look suboptimal under the new Read The Docs theme. Still looks OK under their old theme too!

- **:support:'0'** Move to actual Sphinx docs so we can use ourselves.

- **:support:'0'** Created a basic test suite to protect against regressions.

- **:bug:'9 major'** Clean up additional 'unreleased' display/organization behavior, including making sure ALL unreleased issues show up as 'unreleased'. Thanks to Donald Stufft for the report.

- **:feature:'1'** (also **:issue:'3'**, **:issue:'10'**) Allow using - or `0` as a dummy issue 'number', which will result in no issue number/link being displayed. Thanks to Markus Zapke-Gründemann and Hynek Schlawack for patches & discussion.

    - This feature lets you categorize changes that aren't directly related to issues in your tracker. It's an improvement over, and replacement for, the previous "vanilla bullet list items are treated as bugs" behavior.

    - Said behavior (non-role-prefixed bullet list items turning into regular bugs) is being retained as there's not a lot to gain from deactivating it.

- **:release:'0.2.4 <2013.10.04>'**

- **:support:'0 backported'** Handful of typos, doc tweaks & addition of a .gitignore file. Thanks to Markus Zapke-Gründemann.

- **:bug:'0'** Fix duplicate display of "bare" (not prefixed with an issue role) changelog entries. Thanks again to Markus.

- **:support:'0 backported'** Edited the README/docs to be clearer about how Releases works/operates.

- **:support:'0 backported'** Explicitly documented how non-role-prefixed line items are preserved.

- **:bug:'0'** Updated non-role-prefixed line items so they get prefixed with a '[Bug]' signifier (since they are otherwise treated as bugfix items.)

- **:release:'0.2.3 <2013.09.16>'**

- **:bug:'0'** Fix a handful of bugs in release assignment logic.

- **:release:'0.2.2 <2013.09.15>'**

- **:bug:'0'** Ensured Python 3 compatibility.

- **:release:'0.2.1 <2013.09.15>'**

- **:bug:'0'** Fixed a stupid bug causing invalid issue hyperlinks.

- **:release:'0.2.0 <2013.09.15>'**

- **:feature:'0'** Basic functionality.

RELEASE NOTES AND NOTICES

This section provides information about what is new or changed, including urgent issues, Software & documentation updates, maintenance and new releases.

- 'Updates' are the term used to describe significant changes to our public source code. These technical documents are now contained within our public source code.

2.1 Version 0.0.1

This is the first release/ draft of this technical document.

2.1.1 Older Versions

There are no older versions of this document, however a table has been made so that enteries can be made. We're also still exploring how exactly we will make links to the older versions possible. Perhaps a PDF snapshot will do, before the directory is overwritten with the next version. The sphinx methodology is new to our team, we're still exploring this and other options for maintaining technical documents for this project:

Table 1: Table 1.0 - Older Versions of this Document

archieve date	version	description	download link
no date	0.0.0	N/A	N/A

2.1.2 Version 0.0.0

N/A

2.2 Known and Corrected Issues

Below is a table of pending issues which have been reported to our team. These issues will be cleared from this list as and when they are remedied.

Table 2: Table 1.1 - Known Issues

date	version	subject	description
01-11-2018	0.0.1	N/A	no doubt many issues to report - first draft only

Comments - none

2.3 Recently Updated Topics

Nothing significant to report

INTRODUCTION

3.1 Interpretation and Limitation of Liability

3.1.1 Article 01: Defined Terms

In the articles, unless the context requires otherwise:

"articles" - means the company's articles of association;

"bankruptcy" - includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"chairman" - has the meaning given in article 12;

"chairman of the meeting" - has the meaning given in article 39;

"Companies Acts" - means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"director" - means a director of the company, and includes any person occupying the position of director, by whatever name called;

"distribution recipient" - has the meaning given in article 31;

"document" - includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" - has the meaning given in section 1168 of the Companies Act 2006;

"fully paid" - in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

"hard copy form" - has the meaning given in section 1168 of the Companies Act 2006;

"holder" - in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

"instrument" - means a document in hard copy form;

"ordinary resolution" - has the meaning given in section 282 of the Companies Act 2006;

"paid" - means paid or credited as paid;

"participate" - in relation to a directors' meeting, has the meaning given in *Article 10: Participation in Directors' Meetings*;

"proxy notice" has the meaning given in article 45;

"shareholder" means a person who is the holder of a share;

"shares" means shares in the company;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"transmittee" means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law;

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

3.1.2 Article 02: Liability of Members

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

FOUR

DIRECTORS

4.1 Directors' Powers and Responsibilities

4.1.1 Article 3: Directors' General Authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

4.1.2 Article 4: Shareholders' Reserve Power

1. The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action

2. No such special resolution invalidates anything which the directors have done before the passing of the resolution

4.1.3 Article 5: Directors May Delegate

1. Subject to the articles, the directors, may,as they think fit, delegate any of the powers which are conferred on them under the articles

> *a.* to such person or committee;
>
> *b.* by such means (including by power of attorney);
>
> *c.* to such an extent;
>
> *d.* in relation to such matters or territories; and
>
> *e.* on such terms and conditions;

2. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

3. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

4.1.4 Article 6: Committees

1. Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

2. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

4.2 Decisionmaking by Directors

4.2.1 Article 7: Directors To Take Decisions Collectively

1. The general rule about decisionmaking by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with *article 8*

2. If

> *a.* the company only has one director, and

> *b.* no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decisionmaking.

4.2.2 Article 8: Unanimous Decisions

1. A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing

3. References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

4. A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

4.2.3 Article 9: Calling a Directors Meeting

1. Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

2. Notice of any directors' meeting must indicate

> *a.* its proposed date and time;

> *b.* where it is to take place; and

> *c.* if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

3. Notice of a directors' meeting must be given to each director , but need not be in writing

4. Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

4.2.4 Article 10: Participation in Directors' Meetings

1. Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when

a. the meeting has been called and takes place in accordance with the articles, and

b. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

3. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

4.2.5 Article 11: Quorum for Directors' Meetings

1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

2. The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

3. If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision

a. to appoint further directors, or

b. to call a general meeting so as to enable the shareholders to appoint further directors.

4.2.6 Article 12: Chairing of Directors' Meetings

1. The directors may appoint a director to chair their meetings.

2. The person so appointed for the time being is known as the chairman.

3. The directors may terminate the chairman's appointment at any time.

4. If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

4.2.7 Article 13: Casting Vote

1. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

2. But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

4.2.8 Article 14: Conflict of Interest

1. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

2. But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

3. This paragraph applies when

a. the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

b. the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

c. the director's conflict of interest arises from a permitted cause.

4. For the purposes of this article, the following are permitted causes

a. a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

b. subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and

c. arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

5. For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

6. Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

7. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the5directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

4.2.9 Article 15: Records of Decisions to be Kept

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

4.2.10 Article 16: Directors' Discretion to make Further Rules

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

4.3 Appointment of Directors

4.3.1 Article 17: Methods of Appointing Directors

FIVE

SHARES AND DISTRIBUTION

5.1 Shares

5.1.1 Article 21: All Shares to be Fully Paid Up

DECISION-MAKING BY SHAREHOLDERS

6.1 Organisation of General Meetings

6.1.1 Article 37: Attendance and Speaking at General Meetings

ADMINISTATIVE ARRANGEMENTS

7.1 Final Articles

7.1.1 Article 48: Means of Communications to be Used

DOCUMENT AUTHOR(S):

The Company Warehouse, Chelmsford (Essex)

and

8.1 Siôn H. Buckler

Organisation	Role	Details
	Founder & CEO	Make it Wave Ltd, British Company (England & Wales), Limited by Shares, ID 11363386
	Head of Defence	Caribbean Communications Unit, Royal Signals Association , Life Member ID 55983
	Prime Technocrat	Scottish Bay DAO, Scottish Bay, British Crown Public Servant, 2024 Oath ID 25148537

About Siôn Buckler - Science & Computer Science (Bachelors), Electronic Engineering, Industrial Electronics and Electronics & Computing (Advanced Diplomas), Cisco Certified Network Associate (CCNA), Microsoft Certified Solutions Expert (MCSE), Certified Project Management (Prince2 Practitioner), Institute of Electronic Engineering (IEEE), Siemens Certified Engineer, Certified Telecommunications Service Provider (NVQ3), Satellites & Full Spectrum Radio, Fixed Telecommunications Systems with Enhanced Capabilities (Nortel Passport, RAD-IP Mux, Probot Fiber Optics, APC Power Supplies), SKP01 Electrical Safety, NVQ2 IT, Defence Specialist LAN, TCP/IP, Subnetting, DHCP, Addressing, Routing & Browsing, Communications Equitment Room Design & Maintenance, Health & Fire Safety Officer, Military Command & Leader (Level 2 CMI), Cyber Security (Pen Testing/ JOCS), Electronic Warfare, SIP/ VOIP, Google Advertising Professional, SEO, PPC, HTML5, CSS3, Java, Perl, Ajax, JQuery, MySQL, Unix, Python, Linux.