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# **Wave® Memorandum and Articles**

*Release 0.0.1*

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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 subscribers; **SION HYWEL BUCKLER**

Dated: 14/05/2018



## 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.

### 1.1 Version 0.0.1

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

#### 1.1.1 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

#### 1.1.2 Version 0.0.0

N/A

### 1.2 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

## 1.3 Recently Updated Topics

Nothing significant to report



## PRE-REQUISITS

### 2.1 Interpretation and Limitation of Liability

#### 2.1.1 Defined Terms

01

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;

**“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.

### **2.1.2 Liability of Members**

#### **02**

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

## DIRECTORS

### 3.1 Directors' Powers and Responsibilities

#### 3.1.1 Directors' General Authority

03

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

#### 3.1.2 Shareholders' Reserve Power

04

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

**Item(s) 05:** No such special resolution invalidates anything which the directors have done before the passing of the resolution

#### 3.1.3 Directors May Delegate

1. Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
  - i.* to such person or committee;
  - ii.* by such means (including by power of attorney);
  - iii.* to such an extent;
  - iv.* in relation to such matters or territories; and
  - v.* on such terms and conditions;as they think fit.
1. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
2. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

### 3.1.4 Committees

- a) 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
- b) 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

## 3.2 Decisionmaking by Directors

### Directors To Take Decisions Collectively

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

If

the company only has one director, and 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. Unanimous Decisions A decision of

Shares and Distribution Shares Decision-Making by Shareholders Administrative Arrangements Directors' Indemnity and Insurance Company Seal Any common seal may only be used by the authority of the directors.

The directors may decide by what means and in what form any common seal is to be used

Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

For the purposes of this article, an authorised person is:

any director of the company; the company secretary (if any); or any person authorised by the directors for the purpose of signing documents to which the common seal is applied. No right to inspect accounts and other records Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

Provision for employees on cessation of business The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.




### Indemnity

Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against:

any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company, any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), any other liability incurred by that director as an officer of the company or an associated company.

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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