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RM 04/10/2019 #84  
COMPANIES HOUSE

Company No 537328

THE COMPANIES ACTS 1985 to 2006  
PRIVATE COMPANY LIMITED BY SHARES  
NEW ARTICLES OF ASSOCIATION OF  
LAPMASTER WOLTERS LIMITED

(Adopted by Special Resolution passed 19 December 2007)

**1. Preliminary**

- 1.1. The regulations contained in Table A of Schedule to the Companies Act (Tables A-F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI No. 2007/2541) and the Companies (Tables A-F) (Amendment) Regulations 2007 (SI No. 2007/2826) ('Table A') shall apply to the Company save in so far as they are hereby modified or excluded.
- 1.2. Regulations 8 to 22 inclusive, 24, 25, 26, 64 to 69 inclusive, 76 to 79 inclusive, and 89 and 94 of Table A shall not apply to the Company
- 1.3. References in Table A and in these Articles to writing shall include typewriting, printing, lithography, photography, telex and fax messages and other means of representing or reproducing words in a legible and non-transitory form.
- 1.4. In these Articles 'Holding Company' means a company which is the registered holder of not less than 90% of the issued shares.
- 1.5. The Company is a private Company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

**2. Shares, allotment and transfer**

- 2.1. At the date of the adoption of these Articles the share capital of the Company is £50,000 divided into 50,000 shares of £1 each.
- 2.2. The directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985)
- 2.3. The general authority conferred by this Article shall

- 2.3 1 extend to all relevant securities of the Company unissued as at the date of adoption of this article,
- 2 3.2. expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in general meeting, and
- 2 3.3 entitle the directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.
- 2.4 Subject to and without prejudice to the generality of the provisions of Article 4 below any shares unissued at the date of the adoption of these Articles and any shares hereafter created shall only be allotted or otherwise dealt with or disposed of provided that the Holding Company approves such a transaction
- 2.5 In accordance with Sections 89(1), 90(1) to (6) inclusive and 91(1) of the Companies Act 1985 shall be excluded from applying to the Company
- 2.6. The consent of a majority of the directors of the Company and of the Holding Company acting in their absolute discretion shall be required on any transfer of shares presented for registration

### **3. Proceedings at general meetings**

- 3.1 Regulation 40 of Table A shall be deleted and the following substituted therefor

'No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote being a member registered as the holder of not less than 90% of the issued shares or a proxy for such member or a duly authorised representative of a holding company shall be a quorum'.

- 3.2 A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 3 3 Notices of meetings need not be given to the directors as such and Regulation 38 of Table A is modified accordingly.
- 3.4 If and so long as there is only one member of the Company, a decision taken by the member which may be taken in general meeting is as effective as if agreed by the Company in general meeting
- 3 5. A decision taken by a sole member of the Company under paragraph 3.4 of this Article (unless taken by way of written resolution) shall be recorded in writing and a copy provided to the Company.

### **4. Votes of members**

A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly. An instrument appointing a proxy shall be deemed to confer authority to vote on any amendment or a resolution put to the meeting for which it is given as the proxy thinks fit and shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.

**5. Appointment, disqualification and removal of directors**

- 5.1. The directors shall not be liable to retire by rotation.
- 5.2. A director shall not be required to hold any share qualification.
- 5.3. The minimum number of directors shall be one and the maximum three unless otherwise determined by ordinary resolution.
- 5.4. The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 5.5. If and so long as there is a Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as and against all other provisions of these Articles
  - 5.5.1. the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company may at any time and from time to time and by written resolution of the Company appoint any person to act as director or remove from office any director however appointed,
  - 5.5.2. no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the Company,
  - 5.5.3. any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the Company may by notice to the Company from time to time lawfully prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose or by a member registered as the holder of not less than 90% of the issued shares of the Company. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the

giving of such security or the effecting of such transaction was in excess of the powers of the directors.

**6. Proceedings of the directors**

- 6 1. Subject to the provisions of Section 317 of the Companies Act 1985, a director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulation 95 of Table A shall be modified accordingly and Regulation 96 shall not apply
- 6 2. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference, telephone or similar communications equipment whereby all participating in the meeting can hear each other and participation in such a meeting in this manner shall be deemed to constitute presence in person at such meeting.

**7 Transfer to chargee or mortgagee**

Notwithstanding any provisions contained in these Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to a shares charge or share mortgage (a "Shares Charge") made by any shareholder of the Company nor suspend registration thereof where such transfer is in favour of:

- (i) a chargee or mortgagee of such shares; or
- (ii) any nominee of a chargee or mortgagee of such shares; or
- (iii) a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares; or
- (iv) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares,

and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact.