

Company Number: 1093289.

SPECIAL RESOLUTIONS

of

THE OUNDLE SCHOOL BUILDING COMPANY LIMITED

(Passed 4 December 1995)

At an Extraordinary General Meeting of the Company duly convened and held on the above mentioned date the following resolutions were passed as Special Resolutions:-

3. SPECIAL RESOLUTION

THAT in accordance with s. 95 of the Companies Act 1985, ss 89(1) of that Act shall not apply to the allotment of equity shares pursuant to the general authority given for the purposes of s. 80 of that Act in Resolution 2 above and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they see fit for so long as this resolution shall have effect.

4. SPECIAL RESOLUTION

THAT paragraph (xi) of Clause 3 of the Memorandum of Association of the Company be and it is hereby amended by the insertion of the word "corporation," after the word "company" where the word "company" first appears in that paragraph.


.....
Director





COMPANY NUMBER: 1093289

THE COMPANIES ACTS 1948 TO 1967

and

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM

(As altered by a Special Resolution passed on 18th September 1973
and a further Special Resolution passed on *4th December* 1995)

AND

ARTICLES OF ASSOCIATION

OF

THE OUNDLE SCHOOL BUILDING COMPANY LIMITED

Incorporated the 30th day of January 1973

10 PINCHBECK ROAD
SPALDING Lincs
PE11 1PZ
Telephone: 01775 724141

27 WIDE BARGATE
BOSTON Lincs
PE21 6SW
Telephone: 01205 310510

SHERWOOD COURT
8 THE ROPEWALK
NOTTINGHAM NG1 5DT
Telephone: 0115 9484555


Director

THE COMPANIES ACTS 1948 TO 1967

and

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered by a Special Resolution passed on 18th September 1973
and a further Special Resolution passed on 1995)

-of-

THE OUNDLE SCHOOL BUILDING COMPANY LIMITED

- * 1. The name of the Company is The Oundle School Building Company Limited.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (i) To carry on business as builders, decorators, structural engineers, civil engineering contractors, bricklayers, stonemasons, plasterers, painters, plumbers, glazing contractors, joiners, carpenters, wood and timber merchants, builders and decorators merchants, road makers and contractors, estate managers and house and estate agents and dealers in stone, sand, ballast, lime, cement, bricks, timber, hardware and other building requisites.
 - (ii) To erect and construct houses, shops, flats, factories, roads, railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments and works of all kinds and other property of any tenure and to carry on the business of builders and contractors whether speculative, under contract or otherwise.
 - (iii) To develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering and pulling down, decorating,

* The name of the Company was changed from Dollwyn Investments Limited to its present name on 3rd October 1973.

maintaining, filling up and improving buildings, paving, draining, letting on building lease or building agreement and by advancing money to and entering into contracts and engagements of all kinds with builders, tenants and others.

- (iv) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (v) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (vi) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (vii) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (viii) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (ix) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (x) To promote or concur in the promotion of any company, the promotion of

which shall be considered desirable, and to pay all preliminary expenses of the Company and of any such other company as aforesaid.

- (xi) To lend money to and guarantee the performance of the contracts or obligations of any company, corporation, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (xii) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (xiii) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (xiv) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (xv) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (xvi) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (xvii) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph

or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

*5. The Share Capital of the Company is £100 divided into 100 shares of £1 each.

* *Note:- On 1995 the Share Capital of the Company was increased to £600,000 divided into 600,000 shares of £1 each.*

WE, the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
P.G. May, 517 Woodgrange Drive, Thorpe Bay, Essex Solicitors' Manager	One
E.G. Rouse, 67 Wendover Way, Welling, Kent. Solicitors' Clerk	One

DATED this 17th day of January 1973.

WITNESS to the above signatures:-

G.T. Hill,
36 Shaw Court,
Winstanley Road,
London SW11 2HF.

Trainee Solicitors' Clerk.

THE COMPANIES ACTS 1948 TO 1967

and

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

THE OUNDLE SCHOOL BUILDING COMPANY LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A") shall apply to the above-named THE OUNDLE SCHOOL BUILDING COMPANY LIMITED (in these Articles called "the Company").

2. Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor:-

"1. Regulations 24, 53, 75 and 87 of Part I of Table A shall not apply to the Company, but the remaining Regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

SHARE CAPITAL

3. The initial Share Capital of the Company is £100 divided into 100 Shares of £1 each.

4. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

GENERAL MEETINGS

- 5(a) Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the auditor for the time being of the Company.
- (b) Regulation 54 of Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

6. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number.
7. The first Directors shall be appointed by the subscribers to the Memorandum of Association, or a majority of them, by memorandum in writing under their hands either with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.
8. A Director (other than a Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 134 of Part I of Table A shall be deemed to be modified accordingly.
9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration; and Regulation 84 of Part 1 of Table A shall be deemed to be modified accordingly.
10. The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any past or present Director, officer or employee of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such past or present Director, officer or employee.

BORROWING POWERS

11. In Regulation 79 of Part I of Table A the words from "Provided that" to the end of the Regulation shall be deemed to be deleted.

NOTICES

12. Any summons, notice, order or other documents required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
<p data-bbox="507 277 871 421">P.G. May, 517 Woodgrange Drive, Thorpe Bay, Essex.</p> <p data-bbox="507 461 801 497"><u>Solicitors' Manager</u></p> <p data-bbox="507 573 801 716">E.G. Rouse, 67 Wendover Way, Welling, Kent.</p> <p data-bbox="507 757 746 792"><u>Solicitors' Clerk</u></p>

DATED this 17th day of January 1973.

WITNESS to the above signatures:-

G.T. Hill,
36 Shaw Court,
Winstanley Road,
London SW11 2HF.

Trainee Solicitors' Clerk.