

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION
D & J POWELL (PRESTATYN) LIMITED
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

At a meeting of the members of the above named company, duly convened and held at High Street, Prestatyn on ~~1st~~ October 2015 at ~~10~~ am


The following Special Resolution was duly passed

That the existing memorandum and articles of association in their entirety be removed and substituted for the new articles of association and attached to this resolution

DATED [~~1st~~ October 2015]

SIGNED


Mr G Powell


Mrs S Dean


Mrs J Powell

THURSDAY



A20 *A4J0T5YP* 29/10/2015 #63
COMPANIES HOUSE

COMPANY NO: 1222045

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

**AMENDED
MEMORANDUM OF ASSOCIATION OF**

D & J POWELL (PRESTATYN) LIMITED

(2ND AUGUST 2015)

- 1 The name of the Company is 'D & J POWELL (PRESTATYN) LIMITED'
- 2 The registered office of the Company will be situate in England
- 3 The objects for which the Company is established are -
 - a) To carry on all or any of the businesses of Jewellers, Goldsmiths, Silversmiths and Watchmakers, Manufacturers, Designers, Importers, Exporters, Repairers, Merchants and Dealers in Jewellery of all kinds Silver and Gold Plate, Rings, Coins, Bullion, Precious Stones, and Watches, Clocks, Chronometers and Timepieces of every description, Gem Cutters and Setters, Antique Dealers, Artmetal Workers, Manufacturers, Repairers and Merchants of, Agents for, and Dealers in Silver, Gold, Bronze, electroplated Metal and Aluminium Goods of all kinds, and of, for, and in China, Porcelain, Pottery and Glass Ware, Cutlery, Ornaments, Paintings, Works of Art and Articles of Vertu, Electrical and Mechanical Equipment, Machinery, Instruments and Appliances of every description Appraisers, Valuers for Probate and other purposes, Manufacturers Agents, Manufacturers, Exporters, Importers, Distributors and Merchants of, Agents for, and Dealers in Antique and other furniture, Furnishings, Fittings, Appliances, Utensil Commodities, Articles, Supplies, Goods, Wares, Produce and Merchandise of every description, Dealers in Feather and Fancy Goods and Articles of household or personal use or Agents, Art, Journalists, Librarians, Commission and General Agents, and General Warehousemen, Merchants, Factors and Traders, and to manufacture, import, export, install, maintain, repair, buy, sell and deal in goods and wares of all kinds, whatsoever which may conveniently be dealt in by the Company in connection with, or as auxiliary to the above-mentioned, businesses, or any of them, or which may be likely to be required by any of the customers of, or persons having dealings with the Company
 - b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property
 - c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property
 - d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire

- e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received
- f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal
- g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made
- h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies
- i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- k) To apply for, promote and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions
- m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest

- n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others
- o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependents of such persons, to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or heading company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained
- r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
- t) To distribute among the Members of the Company in kind any property of the Company of any kind
- u) To procure the Company to be registered or recognised in any part of the world
- v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others

- w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company

- 4 The liability of the Members is limited

- 5 The Share Capital of the Company is £5,000 divided into 5,000 Shares of £1 each

Following a special resolution of the Company on 1st August 2015 to remove the authorised share capital, on 2nd August 2015 the Company's authorised share capital was increased by the creation of

10 Ordinary A Shares of £1 each
10 Ordinary B Shares of £1 each
10 Ordinary C Shares of £1 each
10 Ordinary D Shares of £1 each
10 Ordinary E Shares of £1 each

The above shares ranking equally for voting rights but may rank differently for dividends

The Share Capital of the Company from 2nd August 2015 is now

5,000 Ordinary Shares of £1 each
10 Ordinary A Shares of £1 each
10 Ordinary B Shares of £1 each
10 Ordinary C Shares of £1 each
10 Ordinary D Shares of £1 each
10 Ordinary E 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
David Dennis Powell 19 Kinard Drive, Rhyl, Clwyd Jeweller	One
Joan Powell 19 Kinard Drive, Rhyl, Clwyd Jeweller	One
Edna Alwin Marsden Goppa Hall, Denbigh, Clwyd Company Director	One

Dated 1st July 1975

Witness to the above signatures -

J V Banks Certified Accountants
31 Russell Road, Rhyl, Clwyd

COMPANY NO: 1222045

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

**AMENDED
ARTICLES OF ASSOCIATION OF**

D & J POWELL (PRESTATYN) LIMITED

(2ND AUGUST 2015)

Preliminary

- 1 The regulations contained or incorporated in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded and varied) and the Articles hereinafter contained shall be the regulations of the Company

First Directors

- 2 (a) Clause 75 in Part 1 of Table A shall not apply to the Company
- (b) Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than five. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally
- (c) The following persons shall be the first Directors of the Company
DAVID DENNIS POWELL, JOAN POWELL and EDNA ALWIN MARSDEN
and each of them shall be a Permanent Director of the Company
- (d) A Permanent Director shall, subject to the provisions of Clause 83 in Part 1 of Table A, be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part 1 of Table A, and accordingly Clauses 89 to 94 in Part 1 of Table A shall not apply to any Permanent Director

Shares

- 3 The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit
- 4 The lien conferred by Clause 11 in Part 1 of Table A shall attach to fully paid up Shares and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder or shall be one of two or more joint holders
- 5 Clause 15 in Part 1 of Table A shall be read and construed as if there were omitted from such Clause the words 'provided that no Call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call'
- 6 A transfer of a fully paid Share need not be executed by or on behalf of the transferee, and Clause 22 in Part 1 of Table A shall be modified accordingly

General Meetings and Resolutions

- 7 Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948 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
- 8 Clause 54 in 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"
- 9 A resolution in writing pursuant to Clause 5 in Part II of Table A may consist of two or more documents in like form each signed by one or more of the Members in such Clause referred to, and the said Clause 5 shall be modified accordingly

Directors

- 10 No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he has then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment, or approval of the appointment of a Director at any age, and it shall not be necessary to give the Members notice of the age of any Director or person proposed to be so re-appointed or appointed, and Sub-Sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall be excluded from applying to the Company
- 11 A Director may at any time appoint any other person (whether a Director or Member of the Company or not) to act as Alternate Director at any Meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An Alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of Table A and of these presents with regard to Directors. An Alternate Director shall be entitled to receive notices of all Meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointer ceases for any reason to be a Director. Provided that if a Director retires by rotation and is re-elected by the Meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. Where a Director who has been appointed to be an Alternate Director is present at a Meeting of the Board in the absence of his appointer such Alternate Director shall have one vote in addition to his vote as Director. Every appointment and revocation of appointment of an Alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company. The remuneration of any such Alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him
- 12 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 reckoned in estimating a quorum when any such contract or arrangement is under consideration, and Clause 84 in Part I of Table A shall be modified accordingly

- 13 (a) The Directors may exercise the powers of the Company conferred by Clause 3 (q) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- (b) Clause 87 in Part I of Table A shall not apply to the Company
- 14 It shall not be necessary for Directors to sign their names in the Minute Book, and Clause 86 in Part I of Table A shall be modified accordingly
- 15 A resolution in writing pursuant to Clause 106 in Part I of Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly

Borrowing Powers

- 16 (a) The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party
- (b) Clause 79 in Part I of Table A shall not apply to the Company

Accounts.

- 17 In Clause 126 in Part I of Table A after the words "157 of the Act" shall be added the words "and Sections 16 to 22 inclusive of the Companies Act 1967"

Indemnity

- 18 (a) Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948

- (b) Clause 136 in Part I of Table A shall not apply to the Company

Transfer and Transmission of Shares

- 19 (a) (i) Any member may transfer or by Settlement settle or by Will bequeath any Shares held by him or her to or upon trust for a member or members of his or her family as hereinafter defined and in the case of such Settlement or bequest the Shares so settled or bequeathed may be transferred to the Trustees of the Settlement or Will or to any beneficiary or beneficiaries thereunder, being a member or members of the family of the Settlor or Testator and any Shares of a deceased Member may be transferred by his legal personal representatives to any person entitled under Sections 46 and 47 of The Administration of Estate Acts, 1925, as amended by the Intestates Estates Act, 1952, to share in the estate of the deceased Member, provided that such person is a member of the family of the deceased Member For the purposes hereof, a member of the family of any Member shall include a wife, husband, son-in-law, daughter-in-law, father or mother of such Member, or any direct lineal descendant of such father or mother but no other person

ii) Where any shares are held upon the trusts of any Deed or Will a transfer thereof may be made upon any change or appointment of new trustees to the new trustees thereof, unless the change is made in connection with the acquisition of any beneficial interest under such trusts by a person not a member of the family of a Settlor or Testator, but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer

iii) A Share may at any time be transferred to any Member of the Company

(b) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of Shares other than a transfer made pursuant to Sub-Article (a) hereof Clause 3 in Part II of Table A shall not apply

(c) The Directors shall not have any right to decline or suspend the registration of the legal personal representatives of a deceased Member as Members of the Company in respect of the Shares of the said deceased, and Clause 30 in Part I of Table A shall be modified accordingly