

COMPANY NUMBER: 02593908

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

MIDDLEMARCH ENVIRONMENTAL LIMITED

(THE "COMPANY")

Passed on 26 May 2016



At a general meeting of the members of the Company duly convened and held at the Parkridge Centre, Brueton Park, Warwick Road, Solihull, Warwickshire, B91 3HW on 26 May 2016 the following special resolution was unanimously passed by the members of the Company who were, at the date thereof, entitled to attend and vote at a general meeting of the Company pursuant to ss 288 to 300 Companies Act 2006

THAT the articles of association contained in the document attached to the notice of the General Meeting dated 26th May 2016 marked "A" for identification purposes be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

A handwritten signature in black ink is written over a horizontal line.

CHAIR OF THE COMPANY

Company number: 02593908

The Companies Acts 1985 to 2006

Private company limited by shares

Articles of Association

Middlemarch Environmental Limited

(incorporated on 21 March 1991 and amended by special resolution dated 26th May 2016)



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CONTENTS

1 Interpretation
2 Business of the Company
3 Shares
4 ..	Meetings and Company resolutions
5 .	Directors
6	Powers of directors
7 ..	Delegation of directors' power
8 ..	. Remuneration and expenses of directors
9 .	Proceedings of Directors
10.	Directors interests
11..	.. . Transactions of other arrangements with the Company
12.	. Secretary
13.	Records
14...	Reporting Requirements and Financial Obligations
15.	.. . Notices
16...	. Winding up
17.	.. . Indemnity
18..	Liability of members

Companies Acts 1985 to 2006

Private company limited by shares

Articles of Association of

Middlemarch Environmental Limited

INTRODUCTION

1 INTERPRETATION

1 1 The following definitions and rules of interpretation shall apply in these Articles

Act	means the Companies Act 2006,
ARC	means the Charity's Audit and Remuneration Committee,
Articles	means the Company's articles of association for the time being in force,
Charity	means Warwickshire Wildlife Trust Limited of Brandon Marsh Nature Centre, Brandon Lane, Coventry, West Midlands CV3 3GW, with registered charity number 00585247, which is the registered holder of the entire issued share capital of the Company;
Companies Acts	has the meaning given to it in section 2 of the Act;
Conflict	means a situation in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company;
Council	means the council of trustees of the Charity;
electronic means	has the meaning given to it in the Act,
eligible director	means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter),
Group	means the Charity, any trust of which the Charity is trustee, any subsidiary of the Company from time to time, and any subsidiary of the Charity from time to time, and member of the Group shall mean any of them,
Secretary	means the secretary of the Company, if any; and
subsidiary	has the meaning given section 1159 of the Act

1 2 Unless the context otherwise requires, words or expression contained in the Articles bear the same meaning as in the Companies Acts, but excluding any statutory modification not in force when the Articles become binding on the Company

1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

1 4 A reference in these Articles to an **Article** is a reference to the relevant article of these Articles, unless expressly provided otherwise

1 5 Unless expressly provided otherwise in these Articles, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of

1 5 1 any subordinate legislation made under it, whether before or after the date of adoption of these Articles, and

1 5 2 any amendment or re-enactment, whether before or after the date of adoption of these Articles and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts

1 6 Any words following the terms **including**, **include**, **in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms

1 7 Where the context permits, **other** and **otherwise** are illustrative and shall not limit the sense of the words preceding them

1 8 The model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008 / 3229) shall not apply to and are expressly excluded from the Articles

1 9 The Company's registered office is situated in England and Wales

2 BUSINESS OF THE COMPANY

2 1 The Charity is the registered holder of the majority of the issued share capital of the Company The Charity's secretary (or such other person as is from time to time notified to the Company in writing by the Charity) shall be the duly authorised representative of the Charity

2 2 The Company shall carry on a commercial business of procuring profits and gains with the purpose of paying to the Charity any surpluses that are not needed to sustain the business which, subject always to the discretion of the Directors, shall normally be

2 2 1 not less than 7 5% of the profitable turnover of the Company before payment of staff bonuses, and,

2 2 2 not less than the profit retained by the Company to sustain its own development, in respect of any financial year of the Company as certified by the auditors of the Company

3 SHARES

3 1 Subject to the provisions of the Companies Acts, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine

3 2 The directors shall not exercise any power of the Company to allot shares or other securities in, or to grant rights to subscribe for, or convert into, shares or other securities of, the Company without the prior written consent of the Charity. Without limitation, the powers of the directors under section 550 of the Act are limited accordingly.

3 3 No share shall be transferred except with the consent of the Charity, which may, in its absolute discretion and without giving any reason, decline to register any transfer of any share.

4 MEETINGS AND COMPANY RESOLUTIONS

4 1 Decisions of the Charity, as sole member, may be made

4 1 1 by the duly authorised representative of the Charity notifying a decision it has made to the Company in writing within 14 days of the date of the decision,

4 1 2 by the Charity passing a written resolution in accordance with the provisions of the Act, which is signed by the duly authorised representative of the Charity, or

4 1 3 by passing a resolution at a members' meeting convened and held in accordance with the provisions of the Act.

4 2 Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Companies Acts.

5 DIRECTORS

5 1 The directors shall be appointed and removed at any time and from time to time by the Charity, by service of a written notice on the directors and the Secretary signed by the duly authorised representative of the Charity.

5 2 There shall be no more than ten directors and the minimum shall be two.

5 3 Non-Executive Directors shall be appointed for a fixed term of three years whereupon they must retire from office but may offer themselves for reappointment.

5 4 No Non-Executive Director shall serve more than three consecutive terms.

5 5 The office of a director shall be vacated if

5 5 1 notification of the director's removal is received by the Company from the Charity, pursuant to Article 5 1,

5 5 2 that person ceases to be a director by virtue of any provision of the Companies Acts or is prohibited by law from being a director, or

5 5 3 a bankruptcy order is made against that person or a composition is made with that person's creditors generally in satisfaction of that person's debts, or

5 5 4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,

5 5 5 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms, or

5 5 6 that person shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that their office be vacated

5 6 Any removal of a director pursuant to article 5 1 shall be without prejudice to any claim for breach of contract under any employment agreement between the Company and the director so removed

6 POWERS OF DIRECTORS

6 1 Any or all powers of the directors shall be restricted in such respects and to such extent and for such duration as the Charity may by notice in writing to the Company from time to time prescribe

6 2 Subject to the provisions of the Companies Acts and the Articles and to any directions given by the Charity pursuant to Article 6 1, the business of the Company shall be managed by the directors who may exercise all the powers of the Company A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors

6 3 No alteration of the Articles and no directions given by the Charity pursuant to Article 6 1 shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given

6 4 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers

7 DELEGATION OF DIRECTORS' POWER

7 1 The directors may delegate any of their powers to any committee consisting of one or more directors They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him or her

7 2 Any delegation pursuant to Article 7 1 may be made subject to any conditions the directors may decide to impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered at any time as the directors see fit Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying

8 REMUNERATION AND EXPENSES OF DIRECTORS

8 1 The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine, provided that no director who is also a trustee of the Charity shall be remunerated or receive other benefits in respect of his or her employment or office as a director of the Company

- 8 2 The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties

9 PROCEEDINGS OF DIRECTORS

- 9 1 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit
- 9 2 A director may, and the Secretary at the request of a director shall, call a meeting of the directors
- 9 3 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote
- 9 4 Subject to Article 9 5, the quorum for the transaction of the business of the directors may be fixed by the Charity, and unless so fixed at any other number shall be five
- 9 5 For the purposes of any meeting (or part of a meeting) held pursuant to Article 10 to authorise a Conflict, if there is only one eligible director in office other than the Interested Director(s) (as defined in Article 10 1), the quorum for such meeting (or part of a meeting) shall be one eligible director
- 9 6 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting
- 9 7 The directors may appoint one of their number to be the chair of the board of directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she is present. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair of the meeting
- 9 8 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote
- 9 9 The directors may hold meetings by telephone or by using any televisual or other electronic or virtual method agreed by resolution of the directors in which all participants may communicate simultaneously with all other participants
- 9 10 The directors may take a unanimous decision without holding a directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each director or to which each director has otherwise indicated agreement in writing

10 DIRECTORS INTERESTS

- 10 1 The directors may, in accordance with the requirements set out in this Article 10, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his or her duty under section 175 of the Act to avoid conflicts of interest
- 10 2 Any authorisation under this Article 10 will be effective only if
- 10 2 1 to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,
- 10 2 2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and
- 10 2 3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted
- 10 3 Any authorisation of a Conflict under this Article 10 may (whether at the time of giving the authorisation or subsequently) impose on the Interested Director such conditions or limitations, or be granted subject to such terms, as the directors may think fit for the purposes of dealing with the Conflict and the Interested Director will be obliged to conduct himself in accordance with any such terms and conditions
- 10 4 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, before such revocation or variation, in accordance with the terms of such authorisation
- 10 5 A director, notwithstanding his or her office, may be a director or other officer of, employed by, or otherwise interested (including by the holding of shares) in, any member of the Group and no further authorisation under Article 10 1 shall be necessary in respect of any such interest, provided that no director who is also a trustee of the Charity shall be remunerated or receive other benefits in respect of such employment or office
- 10 6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit that he or she derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles, by the Company or by these Articles (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

11 TRANSACTIONS OF OTHER ARRANGEMENTS WITH THE COMPANY

- 11 1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided the director has declared the nature and extent of his or her interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly

or indirectly, interested in an existing or proposed transaction or arrangement with the Company

11 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,

11 1 2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested,

11 1 3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested,

11 1 4 may act in a professional capacity for the Company (otherwise than as auditor) and shall be entitled to remuneration for professional services as if he or she were not a director,

11 1 5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and

11 1 6 shall not, save as he or she may otherwise agree, be accountable to the Company for any benefit which he or she (or a person connected with him or her, as defined in section 252 of the Act) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his or her duty under section 176 of the Act

11 2 The provisions of Article 11 1 are subject, where applicable, to any terms and conditions imposed by the directors in accordance with Article 10 3

12 SECRETARY

12 1 A Secretary may be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them

12 2 The Secretary shall not be remunerated if he or she is a trustee of the Charity, but shall be entitled to reimbursement of expenses to the same extent that the directors are entitled

12 3 If there is no Secretary

12 3 1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company, and

- 12 3 2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a director, or a person authorised generally or specifically in that behalf by the directors

13 RECORDS

- 13 1 The directors shall cause minutes to be made in books kept for the purpose

13 1 1 of all appointments of officers made by the directors, and

13 1 2 of all proceedings at meetings of the Company and of the directors, and of committees of directors, including the names of the directors present at each such meeting,

and the directors shall cause all written resolutions of the members and of the directors to be kept in such books

- 13 2 Accounts shall be prepared in accordance with the Companies Acts

14 REPORTING REQUIREMENTS AND FINANCIAL OBLIGATIONS

- 14 1 The Company will submit copies of minutes of all board meetings to the ARC

- 14 2 The Company will present its analysis of its risk register to the ARC annually, unless specific new risks emerge suddenly

- 14 3 The chair will submit in person a report on the Company's governance and strategy at each Council meeting

- 14 4 The Company's Managing Director will submit a report on the Company's operations at each Council meeting

- 14 5 The chair will submit annual reports on the performance of Directors, and a separate report on the collective performance of the Board of Directors, to the ARC

- 14 6 A quarterly financial report must be presented to Council showing progress against the Company's budget

- 14 7 Any capital expenditure by the Company exceeding the sum of £5,000 (five thousand pounds) must be agreed on a case by case basis by the ARC

- 14 8 The Company will present quarterly to Council an explicit calculation that the Company carries sufficient funds to cover the cost of its own dissolution

15 NOTICES

- 15 1 Subject to the provisions of the Companies Acts and these Articles any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic means to an address for the time being notified for that purpose to the person giving the notice A notice calling a meeting of the directors need not be in writing

15 2 The Company may give any notice to the Charity, as sole member, either personally or by sending it by post in a prepaid envelope addressed to the Charity at its registered address or by leaving it at that address or by electronic means to an address provided for that purpose

15 3 A member present in person or by proxy at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called

15 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a document sent by electronic means has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is provided, be deemed to be given 48 hours after the envelope containing it was posted or in the case of a notice sent by electronic means, 48 hours after the time it was sent

16 WINDING UP

If the Company is wound up all remaining assets of the Company after paying the debts of the Company and the costs of winding up shall be paid to the Charity

17 INDEMNITY

Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

18 LIABILITY OF MEMBERS

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