

WEDNESDAY



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COMPANIES HOUSE

WIDEMARSH GATE DEVELOPMENTS LIMITED

Company No: 3023212

The Companies Acts 2006

On the 17th December 2012 the following Written Resolutions (such resolutions being passed as Ordinary Resolutions (in the case of Resolution Nos. 1, 2, 3, and 5) and as Special Resolutions (in the case of Resolution Nos. 4 and 6) were approved by the eligible members pursuant to sections 288 to 300 of the Companies Act 2006:

Resolutions

1. That 498 unissued Ordinary shares of £1.00 each in the capital of the Company be and they are hereby redesignated into 498 'A' Ordinary shares of £1.00 each having the rights and restrictions as set out in the attached copy of the new articles of association which, for the purposes of identification, have been initialled by the chairman;
2. That, subject to the passing of Resolution No. 1 above, the 2 issued Ordinary shares of £1.00 each in the capital of the Company be and they are hereby redesignated into 2 'A' Ordinary shares of £1.00 each having the rights and restrictions as set out in the attached copy of the new articles of association which, for the purposes of identification, have been initialled by the chairman;
3. That, subject to the passing of Resolution Nos. 1 and 2 above, the remaining 500 unissued Ordinary shares of £1.00 each in the capital of the Company be and they are hereby redesignated into 500 'B' Ordinary shares of £1.00 each having the rights and restrictions as set out in the attached copy of the new articles of association which, for the purposes of identification, have been initialled by the chairman;
4. That, subject to the passing of Resolution Nos. 1, 2, and 3 above, the regulations contained within the printed document marked "A" attached hereto and, for the purposes of identification signed by the chairman hereof, be and are hereby approved and adopted as the articles of association of the company in substitution for and to the exclusion of all the existing articles of the company;

5. That, subject to the passing of Resolution Nos. 1, 2, 3, and 4 above, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum firstly of 498 'A' Ordinary Shares of £1.00 each and secondly of 500 'B' Ordinary Shares of £1.00 each. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.
6. That, subject to the passing of Resolution Nos. 1, 2, 3, 4, and 5 above, the Directors be and they are hereby generally and unconditionally empowered to allot and grant rights to subscribe for or convert securities into shares of the company pursuant to the authority conferred in Ordinary Resolution No. 5 above as if the pre-emption rights contained within Article 2.1 of the newly adopted articles of association did not apply. This power shall enable the directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the company before its expiry.



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The Companies Act 2006

New Articles of Association of Widemarsh Gate Developments Limited

As adopted by Special Resolution approved on *17 December* 2012

Private Company having a Share Capital
(Incorporated on 17 February 1995)

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(No 3023212)

The Companies Act 2006

New Articles of Association of Widemarsh Gate Developments Limited

Private Company having a Share Capital

(Adopted by special resolution on 17 December 2012)

PRELIMINARY

1.1 In these articles

"A' Director" means a director holding office pursuant to a notice given by the holder(s) of the issued 'A' Shares in accordance with these articles,

"A' Shares" means the ordinary shares in the Company designated 'A' Shares,

"Act" means the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force,

"Article" means the appropriate section of these articles,

"B' Director" means a director holding office pursuant to a notice given by the holder(s) of the issued 'B' Shares in accordance with these articles,

"B' Shares" means the ordinary shares in the Company designated 'B' Shares,

"Model Articles" means the model articles for private companies limited by shares contained in schedule 1 of The Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) as amended prior to the date of incorporation of the Company (or, if later, of adoption of these articles).

"Statutes" means the Act, the Electronic Communications Act 2000 and every other statute or subordinate legislation at the time being in force concerning companies and affecting the Company, and

- 1 2 The Model Articles shall apply to the Company save in so far as they are excluded or varied by these articles and such Model Articles (save as so excluded or varied) and these articles shall be the articles of association of the Company
- 1 3 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 are adopted

ALLOTMENT OF SHARES

- 2 1 All shares which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this article 2 1 shall have effect subject to section 551 of the Act.
- 2 2 In accordance with section 567 of the Act sections 561 and 562 of the Act shall not apply to the Company
- 2 3 The directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company at any time or times during the period of five years from the date of adoption of these articles and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to section 551 of the Act) be renewed, revoked or varied by ordinary resolution

SHARES

- 3.1 The share capital of the Company at the date of the adoption of these articles is comprised of 500 "A" ordinary shares of £1 each designated as "A" Shares and 500 "B" ordinary shares of £1 each designated as "B" Shares which rank equally with the A Shares for all purposes. In these articles, the expression "shares" shall be deemed to refer to both the A Shares and B Shares.
- 3 2 The Company shall also have a first and paramount lien on all shares, whether fully paid or not, registered in the name of any person indebted or under liability to the Company, whether he is the sole registered holder or one of two or more joint holders, for all moneys presently payable by him or his estate to the Company

GENERAL MEETINGS AND RESOLUTIONS

- 4.1 Every notice convening a general meeting shall comply with the provisions of section 325(1) 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 directors and to the auditors for the time being of the Company.
- 4.2 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 4.3 below two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 4.3 If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation, by a duly authorised representative, shall be a quorum.
- 4.4 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the meeting, such adjourned general meeting shall be dissolved.
- 4.5 Model Articles 38 and 41 (1) and (4) shall not apply to the Company.
- 4.6 Unless resolved by ordinary resolution that Model Article 46 shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in Model Article 46 up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

WRITTEN RESOLUTIONS

- 5.1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this paragraph shall not apply to resolutions passed pursuant to sections 168 and 510 of the Act.
- 5.2 Any decision taken by a sole member pursuant to Article 5.1 shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

APPOINTMENT OF DIRECTORS

- 6.1 Unless the shareholders agree otherwise from time to time, there shall be no maximum number of directors and the minimum number of directors shall be one. If and for so long as the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions expressed by the Model Articles and by these articles to be vested in the directors generally, and Model Article 11 shall be modified accordingly.
- 6.2 The holders of the majority of the 'A' Shares shall be entitled by written notice to the Company at its registered office signed by such majority holders to require the appointment of three 'A' Directors from time to time and by like notice to require the removal of any 'A' Director and the appointment of another person to act in place of such 'A' Director.

- 6 3 The holders of the majority of the 'B' Shares shall be entitled by written notice to the Company at its registered office signed by such majority holders to require the appointment of three 'B' Directors from time to time and by like notice to require the removal of any 'B' Director and the appointment of another person to act in place of such 'B' Director.,
- 6 4 The quorum for meetings of the directors shall be two comprising one 'A' Director and one 'B' Director present at the commencement and throughout the whole of the meeting PROVIDED THAT if within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall be dissolved Model Article 11 shall be amended accordingly
- 6 5 The Chairman of the Company shall be entitled to be appointed or removed by the holders of the 'A' Shares but the Chairman shall not be entitled to a second or casting vote at any meeting of the Directors or of the Company and Model Article 13 shall be amended accordingly
- 6.6 In any case where as the result of the death of a sole member of the Company the Company has no members and no directors, the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to Article 6 4

BORROWING POWERS

7. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and, subject (in the case of any security convertible into shares) to section 551 of the Act, to grant any mortgage, charge or other security over 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

ALTERNATE DIRECTORS

- 8 1 Any director (the **"appointor"**) may appoint as an alternate any other director, or any other person approved by a resolution or other decision of the directors to
- (a) exercise that director's powers, and
 - (b) carry out that director's responsibilities,
- in relation to the taking of decisions by the directors in the absence of the alternate's appointor
- 8 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors
- 8 3 The notice must
- (a) identify the proposed alternate, and
 - (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

- 8 4 An alternate director has the same rights, in relation to any directors' meeting, and all meetings of committees of directors of which the appointor is a member, or directors' written resolution, or other decision of the directors reached in accordance with Model Article 8, as the alternate's appointor. For the purposes of Model Article 8(1) and 8(2) (Unanimous decisions) if an alternate director indicates that he shares the common view, his appointor need not also indicate that he shares the common view and if a resolution is signed by an alternate director (or to which an alternate director has indicated his agreement in writing), it need not also be signed or so agreed to by his appointor
- 8.5 Except as the articles specify otherwise, alternate directors
- (a) are deemed for all purposes to be directors,
 - (b) are liable for their own acts and omissions,
 - (c) are subject to the same restrictions as their appointors, and
 - (d) are not deemed to be agents of or for their appointors
- 8 6 A person who is an alternate director but not a director
- (a) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and
 - (b) may sign (or otherwise indicate his agreement in writing to) a written resolution (but only if that person's appointor has not signed or otherwise indicated his agreement in writing to such written resolution)
- No alternate may be counted as more than one director for such purposes.
- 8 7 A director who is an alternate director has an additional vote on behalf of each appointor who is
- (a) not participating in a directors' meeting; and
 - (b) would have been entitled to vote if they were participating in it
- 8 8 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company
- 8 9 Model Article 20 (Directors' expenses) is modified by the addition of the words "(including alternate directors)" before the words "properly incur"
- 8 10 An alternate director's appointment as an alternate terminates.
- (a) when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - (c) on the death of the alternate's appointor; or
- 8 11 when the alternate's appointor's appointment as a director terminates
- 8.12 A director, or any such other person as is mentioned in Regulation 65, may act as an alternate director to represent more than one director, and an alternate director shall be

entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

GRATUITIES AND PENSIONS

- 9 1 The directors may exercise the powers of the Company conferred by the memorandum of association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- 9 2 Model Article 19 shall not apply to the Company

PROCEEDINGS OF DIRECTORS

- 10 1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
- 10 2 Each director shall comply with his obligations to disclose his interest in transactions or arrangements under section 182 of the Act
- 10 3 Model Article 14 shall not apply to the Company
- 10 4 Any or all directors or members 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 persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting

THE SEAL

- 11 1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director Model Article 49 shall not apply to the Company
- 11 2 The Company may exercise the powers conferred by section 49 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors

PROTECTION FROM LIABILITY

For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 256 of the Act Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply

- 12 1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability.
- 12 2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company

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against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability

12 3 Model Article 52 shall not apply to the Company