

## PRIVATE COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

OF

## HARMONY PUB ESTATE C LIMITED

(amended by Special Resolution passed on 26 June 2013)

SATURDAY



\*R2CZ3TTE\*

RM

20/07/2013

#151

COMPANIES HOUSE

**1. Preliminary**

- 1.1 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (**Table A**) apply to the company except insofar as they are varied or excluded by or are inconsistent with these articles of association (**articles**)
- 1.2 Any reference in these articles to a regulation is construed as a reference to the regulation of that number contained in Table A and any reference to the "Act" is a reference to the Companies Act 1985
- 1.3 Words and expressions defined in the Act have the same meaning as in these articles, unless the context otherwise requires
- 1.4 Any reference in these articles to any statute or statutory provision is construed as a reference to such statute or statutory provision as amended, modified, consolidated or re-enacted from time to time
- 1.5 Where the context so requires, words importing the singular number include the plural and vice versa and words importing the masculine include the feminine
- 1.6 The headings are inserted for convenience and do not affect the construction of the articles
- 1.7 "Parent Company" means any person or company who at the time in question is registered as holder of not less than 90 per cent, of the issued share capital of the company

**2. Share capital**

- 2.1 The share capital of the company at the date of the adoption of these articles is £100 (one hundred pounds) divided into 100 ordinary shares of £1 each
- 2.2 Subject to the provisions of section 80 of the Act, the directors are authorised to exercise the power of the company to allot from time to time all or any of the shares of the company which have not for the time being been allotted at such time or times and on such conditions as they in their absolute discretion think fit, but
- 2.2.1 this authority will expire five years from the date of adoption of these articles,
- 2.2.2 the aggregate number of shares which the directors may allot pursuant to this authority may not exceed the number of unissued shares in the authorised share capital of the company at the date of adoption of these articles, and

- 2 2 3 the provisions of sections 89(1) and 90(1) to (6) of the Act do not apply to the company
- 2 3 Subject to the provisions of these articles, all unissued shares are at the disposal of the directors, and they may allot, grant options over or otherwise deal with or dispose of them to such persons, at such times, and generally upon such terms as they think fit
- 2 4 Subject to the provisions of Chapter VII of Part V of the Act, the company may
- 2 4 1 issue shares which are to be redeemed or are liable to be redeemed at the option of the company or the shareholder,
- 2 4 2 purchase its own shares, including any redeemable shares, and
- 2 4 3 make a payment in respect of the redemption or purchase, under sections 159 and 160 or, as the case may be, section 162 of the Act and the relevant power contained in article 2 4 1 or 2 4 2, of any of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares to the extent permitted by sections 170 to 172 of the Act
- 2 5 If at any time the share capital of the company is divided into different classes of shares, Chapter II of Part V of the Act applies to the variation of the rights attached to any such class

### **3 Lien**

- 3 1 The lien conferred by regulation 8 attaches to all shares registered in the name of any person indebted or under liability to the company, whether he is the sole or joint registered holder of them. The registration of a transfer of a share operates as a waiver of any lien by the company on that share
- 3 2 The lien conferred by regulation 8 and any forfeiture under regulation 19 extends to all distributions and other money or property payable in respect of it

### **4. Calls**

The liability of any member in default in respect of a call is increased by the addition at the end of the first sentence of regulation 18 by the words "and all expenses that may have been incurred by the company by reason of such nonpayment"

### **5. Registration of Shares<sup>1</sup>**

#### **5 1 Notwithstanding anything contained in these Articles**

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such

---

<sup>1</sup> Article inserted pursuant to a written resolution passed on 23 July 2007

shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (a) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (c) to any such bank or institution (or to its nominee) pursuant to any such security

- 5 2 A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

## **6. Proceedings at general meetings**

- 6 1 A duly authorised representative of the Parent Company appointed by a resolution of the board of the Parent Company is a quorum at any general meeting of the company provided that proper notice of the meeting has been given

- 6 2 Any such resolution as is referred to in regulation 53 may consist of several documents in the same form, each signed or approved by in writing or by telex, cable or facsimile transmission by one or more of the members, or their duly authorised representatives or attorneys, referred to in that regulation

## **7 Directors**

- 7 1 Unless and until otherwise determined by an ordinary resolution of the company, the number of the directors is not more than 7, excluding any directors appointed as alternate directors under article 8 1 Regulation 64 does not apply

- 7 2 A sole director may act alone in exercising all the powers, authorities and discretions vested in the board of directors

- 7 3 A director need not hold any shares of the company to qualify him as a director

- 7 4 A director, notwithstanding that he does not hold any shares in the capital of the company, is entitled to receive notice of and attend and speak at all general meetings of the company and at all separate general meetings of the holders of any class in the capital of the company

## **8 Alternate directors**

- 8 1 Any director, other than an alternate director, may appoint another director or any other person to be an alternate director and may remove from office an alternate director so appointed by him Regulation 65 does not apply

- 8 2 In regulation 66, the last sentence is deemed deleted

**9. Appointment and removal of directors**

9 1 Regulations 73 to 80 do not apply

9 2 The Parent Company may at any time and from time to time

9 2 1 appoint any person to be a director or the secretary of the company or to fill a casual vacancy in the number of directors or as an additional director or remove from office any director or the secretary, whether or not appointed by the Parent Company. In the case of an executive director or an executive secretary, his removal from office is deemed an act of the company and has effect without prejudice to any claim for damages for breach of any contract of service between him and the company, and

9 2 2 restrict any or all powers of the directors in such respects and to such extent as the Parent Company may by notice to the company from time to time lawfully decide

9 3 Any such appointment, removal or notice referred to in article 9 2 may be made in writing signed on behalf of the Parent Company by any two of its directors or a director and secretary and may be given by post, facsimile transmission or telex or may be made by telephone by a director or secretary of the Parent Company to the secretary of the company and will take effect from its communication to the company or secretary. Where notice is given by telephone, the notice must be confirmed in writing or by facsimile transmission or by telex as soon as reasonably practicable

9 4 Without prejudice to article 9 2, any casual vacancy in the number of the directors may be filled by the directors and the directors may at any time and from time to time appoint any person as an additional director

**10 Directors' expenses**

The directors may be paid all travelling, hotel and other expenses wholly exclusively and necessarily incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties. Regulation 83 does not apply

**11. Proceedings of directors**

11 1 Notice in writing of meetings of the directors must be given at least three days in advance to each of the directors at his address in the United Kingdom whether present in the United Kingdom or not. The third sentence of regulation 88 is deemed deleted

11 2 The chairman of a meeting of the directors or of a committee of the directors will be elected by all the directors, and/or their alternates, present at the meeting. In the case of an equality of votes, the chairman does not have a casting vote and the fifth sentence of regulation 88 is deemed deleted

11 3 The quorum necessary for the transaction of the business of directors is two, except in the case where there is a sole director. If a meeting of directors is attended by a director who is acting as an alternate for one or more other directors, the director or directors for whom he is the alternate are counted in the quorum despite their absence and, if on this basis there is a quorum, the meeting may be held despite the fact that only one director is physically present. Any director or alternate director who participates throughout a meeting of directors by conference telephone or any other conference facility which allows all parties participating in the meeting to hear one another is deemed to be personally present

at that meeting for all purposes of these articles and is counted in the quorum accordingly  
Regulation 89 is deemed modified accordingly

11 4 A director, who pursuant to regulation 85, has declared at a meeting of the directors the nature and extent of his interest in a contract, proposed contract, transaction or arrangement with the company is entitled to vote in respect of that contract, proposed contract, transaction or arrangement, or upon any matter arising from it and, if he does so, his vote is counted. He may be taken into account in ascertaining whether or not a quorum is present at the meeting of the directors or of the committee of directors at which the vote is taken. Regulations 94 and 95 do not apply.

11 5 Any such resolution as is referred to in regulation 93 may consist of several documents in the same form each signed or approved by in writing or by telex, cable or facsimile transmission by one or more of the directors or their alternates referred to in that regulation.

## **12 The seal**

Any instrument expressed to be executed and delivered as a deed by the company and signed by two directors, or by one director and the secretary by the authority of the directors or of a committee authorised by the directors has effect as if executed under seal. The obligation under regulation 6 to sealing share certificates only applies if the company has a seal. Regulation 101 does not apply.

## **13. Indemnity**

13 1 Subject to section 310 of the Act, every director or other officer or auditor of the company will be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in the execution of his duties or otherwise in relation to them, - including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or 727 of the Act in which relief is granted to him by the court. No director or other officer will be liable for any loss or damage which may happen to or be incurred by the company in the execution of his duties or in relation to them.

13 2 The directors have the power to purchase and maintain for any director, officer or auditor of the company insurance against any liability in respect of his negligence, default, breach of duty or trust in relation to the company.

13 3 Regulation 118 does not apply.

## **14 Lien on shares**

14 1 Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of these Articles.

**In accordance with section 28 of the Companies Act 2006, the attached Memorandum of Association, as at 30 September 2009, is deemed to form part of the existing articles of association of the Company.**

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**HARMONY PUB ESTATE C LIMITED**

(amended by Special Resolution passed on 26 June 2013)

- 1 The Company's name is **HARMONY PUB ESTATE C LIMITED**<sup>2</sup>.
  - 2 The registered office of the company will be situated in England and Wales
  - 3 The objects for which the company is established are
- (A) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely

a general commercial company,

manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials, warehousemen, storage contractors, shipping and forwarding agents, dealers in property and estates, property developers, property managers, estate agents, insurance agents and brokers, accountants, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders, scaffolders, contractors, heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors, decorators, painters, bricklayers, carpenters, shuttering manufacturers and erectors, joiners, public works contractors, plasterers, plumbers, electricians, shop front fitters, builders' and decorators' merchants, civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers, welders, sheet metal workers, blacksmiths, motor engineers, garage proprietors, car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors, general engineers, tool makers, booking agents for, and managers of theatres, cinemas and all other kinds of entertainments and sporting events, turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, butchers, grocers, greengrocers, fishmongers and poultry merchants, farmers, florists, horticulturists, bakers, confectioners, tobacconists,

---

<sup>2</sup> The Company was incorporated with the name Atlasway 3 Limited Pursuant to a written resolution passed on 11 April 2003 the name was subsequently changed to Heritage Pub Estate C Limited Pursuant to a written resolution passed on 29 November 2005 the name was subsequently changed to Harmony Pub Estate C Limited

ironmongers, hardware merchants, dealers in plastics of all kinds, antique dealers, furniture manufacturers and dealers, leather and fancy goods dealers, jewellers, radio television and electrical retailers, dealers and repairers, toys games and sports equipment dealers, photographers and dealers in all kinds of photographic material and equipment, film producers and distributors, textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relation specialists, consultants, business transfer agents and employment agents, computer operators, programmers and dealers, market research specialists, business advisers, mail order specialists, dyers and cleaners, dry cleaners, proprietors of launderettes, excavation and demolition contractors, provision of security services, plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world

- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects
- (C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid
- (D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring any exclusive or non-exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carry on any business capable of being conducted so as directly or indirectly to benefit the Company
- (H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon

- (I) To invest and deal with monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities
- (J) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person
- (K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company
- (L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company
- (M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects
- (N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed
- (O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company
- (P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company
- (Q) To remunerate any person, firm or company rendering services to the company in such manner as may be thought expedient
- (R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments
- (S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction, (if any) for the time being required by law



- (T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase of acquisition and to undertake any liabilities or obligations, relating to the business or property so purchased or acquired
  - (U) To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem to the board of directors desirable for the purpose of the Company's affairs
  - (V) To lend or advance money, to give credit, to transfer assets on loan account and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or company, in such circumstances and on such terms and conditions as the board of directors think fit
  - (W) Subject to and provided that the provisions of sections 155 to 158 inclusive of the Companies Act (**Act**) are duly complied with (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) of the Act as may be lawful <sup>3</sup>
  - (X) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise
  - (Y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them
- 4 The liability of the members is limited
- 5 The share capital of the Company is £100 divided into 100 shares of £1 each
- 6 The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association

---

<sup>3</sup> Object inserted pursuant to a written resolution passed on 23 July 2007

I, the person whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company as set opposite my name

Name and Address of Subscriber	Number of shares taken by the Subscriber (in words)
--------------------------------	--

One

NORMAN YOUNGER  
39a Leicester Road  
Salford  
Manchester M7 4AS

Accountant

Dated 5 March

Witness to the above Signature

Miriam Younger  
39a Leicester Road Salford  
Manchester M7 4AS

Secretary