

THURSDAY

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17/05/2018

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COMPANIES HOUSE

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

CHERIE CONCANNON LTD (the "Company")

Company Number: 04618062

PRIVATE COMPANY LIMITED BY SHARES

We the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously resolve upon the following resolutions and agree that it shall be as valid and effective as if they had been passed as special resolutions at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION 1

THAT the existing articles of association of the company be modified as follows:

The wording of article 4 to be amended to read:

‘Subject to Article 3 hereof, the directors are unconditionally authorised for the purpose of Section 80 of the Act to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times from the date of incorporation.’

SPECIAL RESOLUTION 2

That the articles of association of the Company be further amended by the insertion of new article 4a), namely:

That the B Ordinary shares of £1.00 each in the capital constitute a separate class of share and have the following rights and restrictions attached:

- A right to receive notice of and attend at general meetings of the Company but no right to vote;
- A right to a return of capital on liquidation;
- No right of redemption; and
- A right to receive a dividend and to be considered separately by the Directors of the Company in deciding whether a dividend should be paid.

SPECIAL RESOLUTION 3

That the provisions of Section 561 of the Companies Act 2006 shall not apply to the issue of up to 1,000 new B Ordinary shares of £1.00 each in the capital of the company provided such allotment shall take place within 12 months of the date of this resolution.

SPECIAL RESOLUTION 4

That the existing articles of association of the company be modified as follows:

The wording of article 2 to be amended to read:

'The Regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such table being hereinafter called "Table A") shall apply to this company subject to any exclusion or modification hereinafter expressed. Regulations 6, 23, 24, 50, 61, 64, 65, 66, 73, 74, 75, 80, 81, 89, 94, 95, 97, 99, 101 and 118 of Table A shall not apply to the Company.'

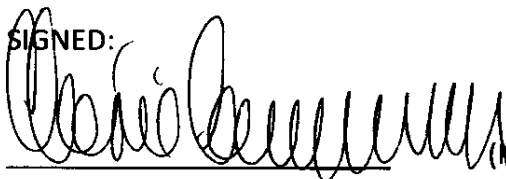
And the insertion of new article 6a):

'Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one of more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amounts or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.'

DATED:

08/05/2018

SIGNED:



(Ms Cherie Suzanne Concannon)

**THE COMPANIES ACT 1985
THE COMPANIES ACT 1989**

A Private Company Limited by Shares

**ARTICLES OF ASSOCIATION
of
CHERIE CONCANNON LTD**

PRELIMINARY

1. The company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as "the Act"). In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. The Regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such table being hereinafter called "Table A") shall apply to this company subject to any exclusion or modification hereinafter expressed. Regulations 6, 23, 24, 50, 61, 64, 65, 66, 73, 74, 75, 80, 81, 89, 94, 95, 97, 99, 101 and 118 of Table A shall not apply to the Company.

SHARES

3. Sections 89 to 94 inclusive of the Act shall apply to the Company in their entirety. Any share not accepted pursuant to the procedure set out therein shall be under the control of the directors who may allot, grant options over or otherwise dispose of the same 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 thereof than the terms on which they were offered to the members.
4. Subject to Article 3 hereof, the directors are unconditionally authorised for the purpose of Section 80 of the Act to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times from the date of incorporation.
 - 4a. That the B Ordinary shares of £1.00 each in the capital constitute a separate class of share and have the following rights and restrictions attached:
 - A right to receive notice of and attend at general meetings of the Company but no right to vote;
 - A right to a return of capital on liquidation;
 - No right of redemption; and
 - A right to receive a dividend and to be considered separately by the Directors of the Company in deciding whether a dividend should be paid.

SHARE TRANSFERS

5. The directors may in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid up share.
6. The instrument of transfer of a fully paid up share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

SHARE CERTIFICATES

- 6a. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amounts or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting the number of directors (other than alternate directors) shall not be less than one nor more than five. If at any time and from time to time there shall be only one director of the Company, such director may act alone in exercising all the powers and authorities vested in the directors.
8. The directors shall have power at any time, and from time to time, to appoint any person to be a director but so that the total number of directors (excluding alternate directors) shall not exceed the limit fixed by the preceding regulation.
9. The first director or directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall, when one director only is in office, be one, and shall, when more than one director is in office, be two.
10. The directors alone may decide without the need for a shareholders meeting the amount and type of borrowing subject to no limit of any sort.
11. 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 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 in to account in calculating the quorum present at the meeting.
12. Any director (other than an alternate director) may appoint to and remove from office any other director or any other person approved by unanimous resolution of all the directors for the time being of the Company and willing to act, to be an alternate director and act in his place.

13. An alternate director shall be entitled to receive notice of all meetings of directors and to attend all meeting of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive an remuneration from the Company save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.
14. A director, or otherwise approved person as in clause 12 of these Articles, 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 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.
15. The office of director shall be vacated if:
- a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, the Mental Health (Scotland) Act 1960, or any subsequent Acts replacing or amending the aforesaid Acts, or
 - (ii) an order is made by a court having jurisdiction (whether in the UK or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property affairs; or
 - d) he resigns from office by written notice delivered to the Company at its registered office or tendered at a meeting of directors.
16. No person shall be disqualified from being or becoming a director by reason only of having attained the age of 70 years.

MANAGING DIRECTORS AND MANAGERS

17. The directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a director.
18. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the directors may determine.

SECRETARY

19. (i) Subject to the provisions of the Act of the Secretary shall be appointed by the directors for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- (ii) The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

THE SEAL

20. a) If the Company has a seal it shall only be used with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a director and by the company secretary or a second director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Clause 101 of Table shall not apply to the Company.
- b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

CHAIRMAN'S CASTING VOTE

21. The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly.

Names, Addresses and Description of Subscribers

1. Cherie Suzanne Concannon
The Old White Cottage
2 Newbold Road
Desford
LE9 9GS



Signed and dated 08/05/2018

✓ Witness to the above signatures

✓ Name: Becci Grother

✓ Signature: 

✓ Address: 14 Newbold Rd, Kirkby Mollay, LEICS
LE9 7QC