

ARTICLES OF ASSOCIATION

OF

SADIE & FRANKS LIMITED

COMPANY NUMBER : 8768800
DATE OF INCORPORATION : 11/11/2013

WEDNESDAY



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COMPANIES HOUSE

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SADIE & FRANKS LIMITED

DEFINED TERMS

- 1) The following provisions comprise the Articles of Association of the Company.
- 2) The Act means the Companies Act 2006.
- 3) References to "the Directors" mean – unless expressed or unless the context suggests otherwise – the Directors acting as a board of Directors

LIABILITY OF MEMBERS

- 4) The liability of the Members is limited to the amount - if any – which may be unpaid on the shares held by them.

COMPANY'S NAME

- 5) The Directors may resolve to change the Company's name.

DIRECTORS

- 6) There shall be no maximum number of Directors and the minimum number of Directors shall be one.
- 7) Subject to the Act and to any direction of the Company by special or written resolution the Directors are responsible for the management of the Company's business for which purpose they may exercise all the powers of the Company. The Directors shall be entitled to retain any benefits received by any of them by reason of the exercise of such powers.

DECISION MAKING (DIRECTORS)

- 8) The Directors may regulate their proceedings as they decide. The general rule about decision-making by Directors is that any resolution or decision of the Directors must be either a majority decision at a meeting or a unanimous decision
- 9) The general rule shall not apply if the Company has one Director and is not required to have more than one Director. In that case the Director may take decisions without regard to any of the provisions of these articles relating to Directors' decision-making.
- 10) A unanimous decision may take the form of a resolution in writing copies of which have been signed by every Director

- 11) Any Director may call a Directors' meeting by giving or authorising notice of the meeting to be given to the Directors. Notice of any Directors' meeting which need not be in writing must be given to every Director
- 12) No proposal is to be voted at a Directors meeting unless a quorum is participating throughout the meeting except a proposal to call another meeting. The quorum for Directors' meetings shall be two unless the Company decides otherwise by ordinary resolution but it must never be less than two.
- 13) If the total number of Directors for the time being is less than the quorum required the Directors must not take any decision other than a decision to appoint a Director or further Directors or to call a general meeting so as to enable the Members to appoint further Directors.
- 14) The Directors may appoint a Director to chair their meetings on a continuing basis. The Directors may terminate the chairman's appointment at any time. If a chairman has not been so appointed or if the chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start the participating Directors must appoint one of themselves to chair it.
- 15) If the numbers of votes for and against a proposal motion or resolution are equal the chairman or other Director chairing the meeting is not entitled to a second or casting vote.
- 16) The Directors must ensure that the Company keeps a record in writing of every unanimous or majority decision taken by the Directors.
- 17) The power of the Directors to regulate their proceedings shall include (if duly approved by all the Directors) participation in meetings by conference telephone or any kind of communication or electronic communication so long as:
 - a) proper and reasonable notice of the meeting and of the proposal to conduct it in accordance with the preceding Clause shall have been given to all persons who are entitled to attend meetings of Directors; and
 - b) written minutes of and the transcripts of all resolutions of the Directors at all meetings of Directors which shall be conducted in accordance with this Clause shall be certified in writing by all the participating Directors by electronic communication or otherwise to be correct. The reference to "resolutions" in this clause means any proposed resolution which to be valid requires proper certification in accordance with this Clause.
- 18) The date of any resolution passed at any meeting which may be held in accordance with the preceding Clause shall be when the transcript of the resolution shall be certified by the last Director to do so.
- 19) A Director may vote as a Director at any Meeting on any motion or resolution concerning a matter contract or arrangement in which he is interested in any way. If a Director votes pursuant to this Regulation he shall be counted for the purposes of a quorum.

CONFLICT OF INTERESTS

- 20) Every Director is under a statutory duty to avoid actual or potential direct and indirect conflicts of interests which he she may have or are likely or expected to have with those of the Company. Every Director has a duty to inform and make full written disclosure to the Company of the detailed nature of all such conflict situations. Subject to that the Directors may in accordance with Section 175 of the Act and subject to these articles authorise any conflict of interest by any Director on terms which the Directors shall decide. But the Company reserves the right to require that any particular conflict of interest matter shall be subject to the approval (or otherwise) by the Company and any conditions which the Company may impose by ordinary resolution and excluded from the said authority under which Directors may authorise any conflict of interest.

APPOINTMENT OF DIRECTORS

- 21) Any person who is willing to act as a Director and is permitted by law to do so may be appointed to be a Director by the Company by ordinary resolution or by the Directors.
- 22) In any case where as a result of death the Company has no Members and no Directors the personal representatives of the last Member to have died have the right by notice in writing to appoint a person to be a Director. For the purposes of this paragraph where 2 or more Members die in circumstances rendering it uncertain who was the last to die a younger Member is deemed to have survived an older Member.

DIRECTORS CEASING TO ACT

- 23) A person ceases to be a Director
- a) If removed in accordance with the Companies Act 2006 or any legislation which shall replace it; or
 - b) if removed by resolution of the Company. This power is in addition to the statutory power in a) above
 - c) if he is prohibited from being a Director by law; or
 - d) if the Director shall deliver his written resignation as Director to the Company. Any such written resignation shall take effect on the date prescribed in the written notice; or
 - e) if removed in accordance with the next clause
- 24) The Directors may decide that a person shall cease to be Director if:
- a) a composition is made with that person's creditors generally in satisfaction of that person's debts; or
 - b) if a court makes an order on medical grounds which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have
 - c) if that person shall have been convicted of any offence which the Directors reasonably believe shall be likely to harm the reputation of the Company

DIRECTORS' REMUNERATION/EXPENSES

- 25) Directors may undertake any services for the Company that the Directors decide. Directors are entitled to such remuneration as the Directors determine for their services to the Company as Directors and for any other service which they undertake for the Company. Subject to these articles a Director's remuneration may take any form and include any arrangements in connection with the payment of a pension allowance or gratuity or any death sickness or disability benefits to or in respect of that Director.
- 26) Unless the Directors decide otherwise Directors' remuneration accrues from day to day and Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.
- 27) The Company may pay any reasonable expenses which the Directors properly incur in carrying out their duties

INDEMNITY

- 28) Every Director or other Officer of the Company shall be indemnified out of the assets of the Company against any losses or liability of any kind which he or she or it may sustain or incur in or about the execution or discharge of his her or its office or duties as Officer or Auditor of the Company. Nor shall any Director or other Officer be liable for any loss, damage or mis-fortune which may happen to or be incurred by the Company in the execution or discharge of his office or duties or in relation to such office or duties. This indemnity and exemption shall not apply to any liability which may not lawfully be indemnified or exempted. The Directors may decide to purchase and maintain insurance at the expense of the Company for the benefit of any relevant Director in respect of any loss or liability which has been or may be incurred by a Director in connection with that Director's duties or powers in relation to the Company any associated Company or any pension fund or employees' share scheme of the Company or associated Company.

SHARES

- 29) Any Share of the Company shall be issued to be fully or partly paid on allotment and issue.
- 30) Subject to the articles and in particular to the next clause but without prejudice to the rights attached to any existing share - the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
- 31) The issued ordinary shares of the Company shall be designated to be "A" or "B" shares. The Company is (by these Articles of Association) authorised to designate any allotted and issued ordinary shares as "A" or "B" shares – and otherwise designated alphabetically as the Company or the Directors may decide. Designated shares as above and any additional issued ordinary shares are collectively called "the designated shares".
- 32) The issued ordinary shares of the Company shall be equal in every way - except as otherwise provided by these Articles of Association.

- 33) The Directors may exercise any power to allot shares or to grant rights etc in accordance with Sections 550 (a) and (b) of the Act. But – if the Company shall have more than one class of shares at any time – the said power shall be exercised by the Company in general meeting.
- 34) The Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder and the Directors may determine the terms conditions and manner of redemption of any such shares.
- 35) Every Member of the Company is entitled to receive a share certificate of evidence of ownership of the number and nominal value of shares of a specified class held. .

SHARE TRANSFERS

- 36) The Directors may refuse to register the transfer of a share and if they do so the instrument of transfer must be returned to the transferee with the notice of refusal. The Directors shall refuse to register a transfer of shares if it shall not have been made in accordance with these Articles of Association.

TRANSMISSION OF SHARES

- 36) If title to a share passes to any person (called a Transmitttee) by operation of law by reason of the holder's death or bankruptcy or otherwise the Company may recognise only the Transmitttee as having any title to that share. The Transmitttee (as Transmitttee) shall not be registered as the holder of the shares in the register of members of the Company – but a note shall be entered in the registers only of the Transmitttee's interest in the shares.
- 37) Subject to the articles and pending any approval and registration of any transfer of the shares by the Transmitttee the Transmitttee has the same rights as the holder had – But such rights do not include a right to receive notice of – nor attend and vote at any general meeting of the Company nor to vote by a written resolution of the Company
- 38) If the Transmitttee wishes to have any of the said shares transferred out of the name of the said holder to the Transmitttee or to another person the Transmitttee must serve transfer notice to the Company and if approved shall execute an instrument of transfer. Any such transfer made or executed under this article is to be treated as if it were made or executed by the said holder as if the event which gave rise to the transmission had not occurred.
- 39) All the provisions of these Articles of Association relating to Shares Transfers shall apply to any transfer of any shares by the Transmitttee

DIVIDENDS AND OTHER DISTRIBUTIONS

- 40) The Company may by ordinary resolution declare and pay dividends. The Directors may declare and may pay interim dividends.
- 41) Unless these Articles of Association prescribe or authorise otherwise every dividend shall be declared and paid by reference to every Member's holding of shares on the date of the resolution or decision to declare or pay it.

42) Dividends may be declared and paid:

- a) to the holder or holders of all issued ordinary shares;
- b) to the holder or holders of one or more of the differently designated ordinary shares to the exclusion of the other holder or holders of the differently designated shares;
- c) In different amounts to the holders of the differently designated classes of shares.

43) The Directors may declare and may pay interim dividends if it appears to them that the profits which are available for distribution justify the declaration and payment. Non cash dividends may be made by resolution of the Company in general meeting with the prior approval of the Directors. In this case the Directors may fix the value of the non cash assets and may authorise the payment of cash to any recipient of a non cash dividend (if necessary) to adjust the rights of the recipients. Dividends may be waived by prior written notice to the Company.

44) A dividend must not be declared unless the Directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the Directors. Dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. No dividend may be declared or paid unless it is in accordance with Members' respective rights.

45) If the Company's share capital is divided into different classes no interim dividend may be paid on shares carrying deferred or non-preferred rights if at the time of payment any preferential dividend is in arrear.

46) The Directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

47) If the Directors act in good faith they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

GENERAL MEETINGS

48) Unless otherwise provided in these articles or in the terms of any issue of shares all holders of shares of the Company have the right to attend speak and vote at any general meeting and to exercise any right to vote by way of a written resolution. Unless otherwise provided in these Articles of Association every Member is entitled to one vote for every share held. But no person may vote at any general meeting of the Company in person or by proxy in relation to any share held by that person unless all money presently payable on the allotment and issue of the share has been paid.

49) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A quorum at general meetings shall be one in person or by proxy if there shall be one registered Member. Otherwise it shall be 2 persons present in person or by proxy unless otherwise provided by special or written resolution

- 50) If the Directors have appointed a chairman the chairman shall chair general meetings if present and willing to do so. If the numbers of votes for and against a proposal motion or resolution are equal the chairman of the meeting is not entitled to a second or casting vote.
- 51) If the Directors have not appointed a chairman or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the Directors present must appoint a Director to chair the meeting. If no Director shall be present the meeting shall be adjourned and shall be convened by the Chairman (if there is one) or by the Directors as soon as may be practical after the date of the adjourned meeting.
- 52) Directors may attend and speak at general meetings whether or not they are Members.
- 53) The chairman of the meeting may permit other persons who are not Members of the Company or otherwise entitled to exercise the rights of Members in relation to general meetings to attend and speak at a general meeting.
- 54) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum or if during a meeting a quorum ceases to be present the chairman of the meeting must adjourn it.
- 55) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- a) the meeting consents to an adjournment; or
 - b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 56) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 57) When adjourning a general meeting the chairman of the meeting must either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors
- 58) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 59) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- 60) Any objection to the qualification of any person voting at a general meeting must be referred to the chairman of the meeting whose decision is final.
- 61) A poll on a resolution may be demanded:
- a) in advance of the general meeting where it is to be put to the vote: or
 - b) at a general meeting either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

62) A poll may be demanded by:

- a) the chairman of the meeting; or
- b) the Directors; or
- c) two or more persons having the right to vote on the resolution; or
- d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

63) A demand for a poll may be withdrawn if the poll has not yet been taken and the chairman of the meeting consents to the withdrawal.

64) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

65) Every Member who is entitled to attend and vote at any general meeting of the Company shall in accordance with the Act be entitled to appoint a Proxy to attend and vote at any such general meeting on his behalf.

66) Proxies may be validly appointed only by a notice in writing (a "proxy notice") which:

- i) states the name and address of the Member appointing the proxy;
- ii) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- iii) is signed by or on behalf of the Member appointing the proxy or is authenticated in such manner as the Directors may determine; and
- iv) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

67) The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

68) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

69) Unless a proxy notice indicates otherwise it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting and appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

70) A person who is entitled to attend speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

71) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

72) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- 73) If a proxy notice is not executed by the person appointing the proxy it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
- 74) A special and an ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if the proposed amendment does not in the reasonable opinion of the chairman of the meeting materially alter the scope of the resolution.
- 75) If the chairman of the meeting acting in good faith wrongly decides that an amendment to a resolution is out of order the chairman's error does not invalidate the vote on that resolution.
- 76) The Company may communicate with its Members in accordance with and as permitted by the Act and Schedule 5 to the Act.

COMPANY SECRETARY

- 77) The Directors may approve the appointment of a Company Secretary. Any Company Secretary who shall be appointed shall be for such term at such remuneration and upon such conditions which the Directors shall decide. Any Company Secretary who shall be appointed may be removed by the Directors.

COMPANY SEAL

- 78) The Company need not have a company seal. If it does have a company seal any use of it must be approved by the Director(s) and countersigned by the sole Director or by two Directors or one director and the company secretary (if it has one). Any countersigning by a sole Director shall be witnessed by one individual and expressed to have been witnessed.

CAPITALISATION OF PROFITS

- 79) The directors may with the authority of an ordinary resolution of the company subject to the other provisions of these Articles of Association resolve:
- i) to capitalise any undivided profits of the company or (subject to any related statutory provisions) any sum standing to the credit of the company's share premium account or capital redemption reserve; and
 - ii) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and
 - iii) may apply such sum on their behalf towards paying up the amounts if any for the time being unpaid on any shares held by them respectively;

INSPECTION OF ACCOUNTS AND OTHER RECORDS

- 80) Unless required by law or as authorised by the Directors or by resolution of the Company - no person (other than a current Director of the Company) shall be entitled to inspect any of the accounting or other records or documents of the Company