

Company number 09140379

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

OCTAVO PARTNERSHIP LIMITED (Company)

Circulation Date 2020



Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a unanimous resolution (**Resolution**).

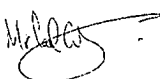


UNANIMOUS RESOLUTION

THAT with effect from the conclusion of the meeting the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Name:	Michael McKeaveney	Position:	Director
Signature:		For and on behalf of	London Borough of Croydon
Date:	21 May 2020		
Name:	Gordon Hodge Smith	Position:	Director
Signature:		For and on behalf of	CHTA Limited
Date:	21 May 2020		
Name:	Christine Lonsdale	Position:	Director
Signature:		For and on behalf of	Staff
Date:	21 May 2020		

Company Number: 09140379

OCTAVO PARTNERSHIP LIMITED

Minutes of a meeting of the Board of Directors of Octavo Partnership Limited (**Company**) held virtually at 4th Floor Croydon Clocktower, Katharine Street, Croydon, CR9 1ET

21 May on 2020 at 15:00hrs

PRESENT:

NAME	POSITION
Nicholas Thomas Dry	Director
Anna Ljumovic	Director
Christine Lonsdale	Director
Michael Grant McKeaveney	Director
Susan Hilary Moorman	Director
Rosalind Ann Sandell	Director
Gordon Hodge Smith	Director
Sarah Louise Warman	Director

1. Chairperson

Gordon Hodge Smith was appointed chairperson of the meeting.

2. Notice and quorum

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3. Business of the meeting

The chairperson reported that the business of the meeting was to approve a written resolution to be sent to the Company's shareholders to amend the Company's articles of association (**Articles**).

The Directors noted that they were aware of the need to consider their general duties including those set out in the Companies Act 2006, and in particular, their duty to promote the success of the Company for the benefit of its members.

4. Written resolution

4.1 There was produced to the meeting a form of written resolution of the members of the Company to amend the Company's Articles (**Written Resolution**) together with a copy of the amended Articles themselves.

4.2 IT WAS RESOLVED to:

- (a) approve the Written Resolution in the form produced to the meeting; and
- (b) send the Written Resolution to every eligible member of the Company.

5. Adjournment

5.1 The meeting was adjourned so that the Written Resolution could be submitted to the members of the Company.

5.2 The meeting then reconvened and the chairperson reported that the Written Resolution had been passed with the unanimous consent of all the eligible members.

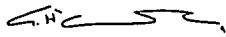
6. Filing

The chairperson instructed the CEO to arrange for the following to be filed at Companies House:

- (a) a copy of the Written Resolution; and
- (b) a copy of the amended Articles.

7. Close

There was no further business and the chairperson declared the meeting closed.



Gordon Hodge Smith
Chairperson

21 May 2020
(Date)

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
OCTAVO PARTNERSHIP LIMITED (the "Company")
(Adopted by special resolution passed on 21 May 2020)

Introduction

1 Interpretation

1.1 In these Articles, unless the context otherwise requires:

'A' Director: means a director appointed by the 'A' Members in accordance with Article 14.1;

'A' Member: means a member of the Company that is registered as an 'A' Member in the register of members;

Act: means the Companies Act 2006;

Appointor: has the meaning given in Article 15(1);

Articles: means the Company's articles of association for the time being in force;

'B' Director: means a director appointed by the 'B' Members in accordance with Article 14.2;

'B' Member: means a member of the Company that is registered as a 'B' Member in the register of members;

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

'C' Director: means a director appointed by the 'B' Members in accordance with Article 14.3;

'C' Member: a member of the Company that is registered as a 'C' Member in the register of members;

'C' Membership Group: means together all of the 'C' Members;