

Company No. 09738366

THE COMPANIES ACT 2006

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A PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

BASSETSBURY MANOR SCHOOL LIMITED

Incorporated on 18 August 2015

(Adopted by special resolution on 22 October 2019)

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**THE COMPANIES ACT 2006**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**of**  
**BASSETSBURY MANOR SCHOOL LIMITED**  
**(the "Company")**

(Adopted on incorporation and amended by Special Resolution on 22 October 2019)

**1. PRELIMINARY**

The Model Articles for Private Companies Limited by Shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008 No.3229) (the "**Model Articles**") shall apply to the Company except in so far as they are amended hereby and, subject to any such amendments, will together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.

**2. INTERPRETATION AND LIMITATION OF LIABILITY**

- 2.1 Headings used in these Articles are inserted for convenience only and shall not affect their construction or interpretation.
- 2.2 Model Article 1 shall be amended accordingly.

**3. SHARES AND DISTRIBUTIONS – SHARES**

**26. Share transfers**

Model Article 26 shall be amended by the insertion of the following new paragraph (6)

"(6) Notwithstanding any other provision of these articles:

- (a) the directors shall not decline to register or delay in registering any transfer of any share;
- (b) no holder of shares in the Company will be required to comply with any provision of these articles which restricts the transfer of shares or which requires any shares to be first offered to all or any current shareholders of the Company before any transfer may take place; and
- (c) no holder of shares in the Company will have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise

where such transfer is:-

- (i) to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee or delegate of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"); or

- (ii) delivered to the Company for registration by a Secured Institution or its nominee or delegate in order to perfect its security over the shares; or
- (iii) executed by a Secured Institution or its nominee or delegate pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith upon receipt register any such transfer of shares".