

Company Number. 06211982

Private Company Limited by Shares

Written Resolution

of

First Steps Nursery (BMTH) Limited (the Company)

Circulation Date 21 OCTOBER 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (the **Resolutions**)

SPECIAL RESOLUTIONS

1 That 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 existing articles of association

2 The terms of a

1 1 1 continuing guarantee between the Company and Santander UK plc (the **Bank**), and

1 1 2 debenture between the Company and the Bank,

(together the **Security Documents**)

which are to be provided by the Company to the Bank as security for the obligations of Caroline Emma Marks (the sole director and shareholder in the Company) (**Mrs Marks**) and Michael Eric Kevin Marks (the husband of Mrs Marks and the company secretary of the Company) to the Bank (copies of which are attached to these Resolutions) be approved and the directors of the Company are duly empowered, authorised and directed to complete and enter into the Security Documents

Agreement

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

The undersigned, the sole person entitled to vote on the Resolutions on 21 OCTOBER 2014, hereby irrevocably agrees to the Resolutions

Signed by **Caroline Emma Marks**

CHAMUS

Date

21 OCTOBER 2014

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24/10/2014

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COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to The Director General's House, 15 Rockstone Place, Southampton, SO15 2EP

Post returning the signed copy by post to The Director General's House, 15 Rockstone Place, Southampton, SO15 2EP

You may not return the Resolutions to the Company by any other method

If you do not agree to the Resolutions, you do not need to do anything as you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

Memorandum relating to Security Documents

- 1 It is proposed that the Company enter into a
- 1 1 continuing guarantee between the Company and Santander UK plc (the **Bank**), and
- 1 2 debenture between the Company and the Bank,
(together the **Security Documents**)
- 2 The Security Documents are being entered into by the Company as security for the obligations of Caroline Emma Marks (the sole director and shareholder in the Company) (**Mrs Marks**) and Michael Eric Kevin Marks (the husband of Mrs Marks and the company secretary of the Company) (**Mr Marks**) to the Bank
- 3 Copies of the Security Documents are attached
- 4 The security to be provided by the Company is in respect of a loan of £219,000 (the **Loan**) to be advanced to Mrs Marks and Mr Marks by the Bank. The Company's liability under the guarantee is limited to £219,000 plus interest
- 5 The purpose of the Loan is to fund development works to be carried out at the freehold property known as Oakdale Methodist Church, Oakdale Road, Poole, Dorset, BH15 3LQ

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- 1 Guarantee
- 2 Debenture

Companies Acts 1985 & 1989
Private Company Limited by Shares
Articles of Association
of First Steps Nursery (BMTH) Limited

1 Preliminary

1 1 The regulations constituting Table A in the Schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) shall apply to the Company except in so far as they are excluded or varied by these Articles

1 2 Expressions defined in Regulation 1 of Table shall where the context admits bear in these Articles the meanings so defined

2 Share Capital

2 1 The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each

2 2 In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine"

3 Lien and Forfeiture

3 1 The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share

3 2 In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it" and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares"

4 Transfer of Shares Regulation 24 of Table shall not apply

5 Alteration of Share Capital

5 1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"

5 2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted

6 Votes of Members

6 1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy"

6 2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct

how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used"

- 7 Number of Directors The number of directors shall not be less than one
- 8 Appointment and Retirement of Directors Regulations 73 to 80 of Table A shall not apply to the Company
- 9 Proceedings of Directors Regulation 94 shall not apply to the Company
- 9 1 The quorum necessary for the transaction of business of the directors shall be one
- 9 2 Subject to the Companies Act 1985 and 1989 (the **Acts**) and provided he has declared the nature and extent of his interest in accordance with the requirements of the Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company
 - 9 2 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
 - 9 2 2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested, and
 - 9 2 3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested
- 10 Dividends in Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event"