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**A A BRAMALL LIMITED  
MINUTES OF A GENERAL MEETING  
OF THE COMPANY DULY CONVENED AND HELD AT THE COMPANY'S  
OFFICE AT THE GOLDROOM, HERRIES ROAD SOUTH, SHEFFIELD  
ON FRIDAY 29<sup>th</sup> NOVEMBER 2013**

**Present**

M Bramall (Chairman)

S Bramall

**1. Quorum**

M Bramall noted that a quorum was present and declared the meeting open

**2. Notice of meeting**

M Bramall advised that notice had been issued to A A Bramall Holdings Limited being the sole member of the company, the directors and the auditors in accordance with the Articles of Association of the company. M Bramall reported that A A Bramall Holdings Limited had consented to the meeting being held at short notice, such consent notice having been signed by S Bramall and himself on behalf of A A Bramall Holdings Limited.

**It was resolved** that the notice of meeting be taken as read

**3. Special resolution**

M Bramall advised that the meeting had been convened following the decision to dispense with the need for the company to appoint auditors now that the company was eligible to take advantage of the relaxations in the compulsory audit threshold. He explained that members' consent was required in order to disapply Regulation 130 of Part 1 of Table A of the Companies Act 1948 and to approve the necessary revision to the company's Articles of Association via Special Resolution.

After some discussion and consideration, it was unanimously agreed that the requirement for the company to appoint auditors should be disapplied and that the Articles of Association of the company be, and hereby are, amended as respect the requirement to appoint an auditor in that Regulation 130 of Part 1 of Table A of the Companies Act 1948 will no longer apply to the company.

There being no further business the meeting was drawn to a close



Chairman

SATURDAY



A19 \*A2MPQFU0\* #62  
07/12/2013  
COMPANIES HOUSE

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

A.A. BRAMALL LIMITED

(As altered by Special Resolution passed on the 20th day of November, 1981)

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A the following shall be the regulations of the Company.
- \* 2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

LIEN

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

\* 1a By virtue of a special resolution passed on 29<sup>th</sup> November 2013, Regulation 130 of Table A will no longer apply to the company and accordingly an auditor is not required to be appointed.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### DIRECTORS

7. The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

9. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

10. Clause 84 (5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

#### WINDING UP

12. If the Company shall be wound up the assets remaining after the payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall

be subject to the rights of the holders of shares (if any) issued upon special conditions.

#### FIRST DIRECTORS

13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

#### FIRST SECRETARY

14. The first Secretary of the Company shall be Thomas Arthur Herbert.

**A A BRAMALL (LEEDS) LIMITED  
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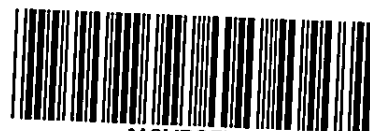
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There being no further business the meeting was drawn to a close



Chairman

SATURDAY



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07/12/2013

#61

COMPANIES HOUSE

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

A.A. BRAMALL (LEEDS) LIMITED

(As altered by Special Resolution passed on the 20th day of November 1981)

PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

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2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

3. It is the intention of A.A. Bramall Limited to make a proposal in writing to the Company for the sale of its business at 27a, Low Road, Hunslet, Leeds 10, to the Company and the Directors shall take into consideration and if thought fit shall on behalf of the Company accept the said proposal and the Directors shall carry the agreement resulting from such acceptance into effect with full power nevertheless from time to time to agree to any modifications in the terms of such proposal whether before or after the acceptance thereof.

CAPITAL

4. \*The initial share capital of the Company is £5,000 divided into 5,000 shares of £1 each.

5. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

\* The share capital was increased from £5,000 to £200,000 by Resolution passed on the 17th day of September 1976.

# 1a By virtue of a special resolution passed on 29<sup>th</sup> November 2013, Regulation 130 of Table A will no longer apply to the company and accordingly an auditor is not required to be appointed.

6. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

#### VARIATION OF RIGHTS

7. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

#### TRANSMISSION OF SHARES

8. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same. Save as aforesaid 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 share.

9. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

#### VOTES OF MEMBERS

10. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS

11. The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

#### POWERS AND DUTIES OF DIRECTORS

12. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by Section 199

of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

13. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

14. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

15. The office of Director shall be vacated if the Director:-

(a) Ceases to be a Director by virtue of Section 182 of the Act.

(b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or

(c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or

(d) Becomes of unsound mind, or

(e) Resigns his office by notice in writing to the Company.

#### BORROWING POWERS

16. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

#### 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. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be automatically determined if he cease 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. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

## NOTICES

20. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.