

Company No. 02420863

**The Companies Act 1985**  
**Company Limited by Shares**

FRIDAY



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RM 11/10/2019 #138  
COMPANIES HOUSE

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**ARTICLES OF ASSOCIATION**

**of**

**ARDEN BUSINESS CENTRE (BREDBURY)  
LIMITED**

(amended by a Special Resolution passed on  
14 October 2013)

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**Preliminary**

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- (a) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles *hereinafter contained shall* be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

**Shares**

- 2 One hundred of the Shares in the Company shall attach to the units in the Arden Business Centre development on the basis of 1 share for each Unit owner.
- 3 No Share may be transferred to any other person or Company other than the owner of the Unit to which it attaches or to his authorised nominee or representative
- 4 The Lien conferred by Clause 8 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.
- 4A Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles:

- (a) The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
  - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
  - (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,
- and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise,
- (b) The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 9A(a) above).
- (c) The lien set out in article 4 and regulation 8, shall not apply to shares held by a Secured Institution (as defined in Article 4A(a) above).

Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company.

#### **Appointment of Directors**

- 5 The first Directors of the Company will be appointed in writing by the Subscribers to the Memorandum and Articles of Association of the Company.
- 6 A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

#### **Borrowing Powers**

- 7 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities *whether* outright or as security for any debt, liability or obligation of the Company or of any third party.

#### **Proceedings of Directors**

- 8 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 94 of Table A shall be modified accordingly
- 8A A meeting of the board of directors may be held between directors some or all of whom are in different places, whether by telephone or video conference or any other audio or audio visual

communication media, provided always that the number of directors participating constitutes a quorum and provided that each director participating in the meeting can hear each of the other participants and can address all of the other participants simultaneously.

#### **Secretary**

- 9 The first Secretary of the Company shall be appointed in writing by the Subscribers to the Memorandum and Articles of Association of the Company.

#### **Indemnity**

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- (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application *under* Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the *duties* of his *office* or in *relation* thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company.