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This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

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No. 2694041

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
- of -
SHEPPARD DAY ASSOCIATES LIMITED

Pursuant to Regulation 53 of Table A, Companies (Tables A to F) Regulations 1985 as incorporated into the Articles of Association of the Company, the undermentioned resolution was on ~~31~~ May 1992 duly made as a Special Resolution by writing under the hand of all members of the Company entitled to receive notice of and to attend and vote at General Meetings:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by deleting the existing Article 14 and substituting therefor the new Article 14 a copy of which is annexed hereto and initialled by the Shareholders for the purpose of identification.



(Director)

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SHEPPARD DAY ASSOCIATES LIMITED

New Article 14

- "14 a) Regulation 24 of Table A shall not apply and no shares in the company shall be transferred otherwise than in accordance with the procedures set out in this Article.

For the purposes of this Article 14 and any other relevant provisions of these Articles the following shall be deemed (without limitation) to be a transfer

- (i) any direction (by way of renunciation nomination or otherwise) by a member entitled to an allotment or transfer of shares to the effect that such shares or any of them be allotted or issued or transferred to some person other than himself;
 - (ii) any sale or other disposition of any beneficial interest in a share (whether or not for any consideration) by whomsoever made and whether or not effected by an instrument in writing.
- b) Any member who wishes to transfer any shares (hereinafter called "the Vendor") shall give to the Company notice in writing to that effect (hereinafter called "the Transfer Notice"). The Transfer Notice shall specify the number of shares which the Vendor wishes to transfer and the act of giving such Notice shall (without more) constitute the Directors the agents of the Vendor for the sale of the shares specified therein (hereinafter called "the Sale Shares").
- c) The price to be paid for the Sale Shares shall be agreed upon between the Vendor and the Directors within 21 days of the Service of the Transfer Notice or in the absence of such agreement shall be the price which the auditors of the Company (acting as experts and not as arbitrators) shall at the request of the Directors or the Vendor after the expiry of such 21 days certify to be in their opinion the fair value thereof as between a willing buyer and a willing seller. If the auditors shall fail or be unwilling to certify the fair value of the Sale Shares within a period of 28 days of a request so to do then the Directors and the Vendor or either of them may apply to the President for the time being of the Institute of Chartered Accountants for the appointment of a fellow of the Institute of Chartered Accountants to act in place of the auditors.

- d) The certificate of the auditor or the fellow of the Institute of Chartered Accountants appointed in accordance with the last preceding sub-clause shall if practicable be delivered to the Company within 7 days of instructions being given to them and shall in any event be binding upon all parties.
- e) The Company shall within 7 days of the issue of any certificate as to the value of the Sale Shares furnish a copy thereof to the Vendor and the Vendor shall be entitled by notice in writing given to the Company within 14 days of the service upon him of the said copy to withdraw the Transfer Notice. Except as aforesaid a Transfer Notice shall not be revocable save with the consent of the Directors who may in granting such consent impose such conditions as they shall think fit.
- f) The cost of obtaining the certificate as to the value of the Sale Shares shall be borne as to fifty per cent by the Vendor and as to fifty per cent by the eventual purchaser of the Sale Shares (and if more than one rateably according to the number of Sale Shares purchased) unless the Vendor shall give notice of withdrawal as aforesaid or there shall be no such purchaser in which case the Vendor shall bear the whole of the cost.
- g) Upon the price being fixed as aforesaid and provided the Vendor does not give notice of withdrawal as aforesaid the Directors shall forthwith upon the expiry of the period for giving notice of withdrawal inform by notice in writing each member of the Company (other than the Vendor) of the number and price of the Sale Shares and invite each such member to apply in writing to the Company within 28 days of the date of the notice ("the Acceptance Period") for such maximum number of the Sale Shares (being all or any thereof) as he may specify in such application.
- h) If within the Acceptance Period such members shall apply for all or any of the Sale Shares the Directors shall allocate the Sale Shares (or so many of them as shall be applied for as aforesaid) to and amongst the applicants (and in the case of competition in proportion to the number of shares in the Company in respect of which each of the applicants is registered as holder) provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid.
- i) If all or any of the Sale Shares are not taken up by any of such holders the Directors may within 21 days of the expiry of the Acceptance Period offer the same at the price or fair value aforesaid to any person or persons whom they consider desirable (including for the avoidance of doubt the Company itself) and shall upon receipt of any acceptance allocate the appropriate proportion of the Sale Shares accordingly.

- j) The Directors shall forthwith give notice of all such allocations (hereinafter called "an Allocation Notice") to the Vendor and to the persons to whom the Sale Shares have been allocated and shall specify in such notice the place and time (being not earlier than 7 and not later than 21 days after the date of the Allocation Notice) at which the sale of the Sale Shares so allocated shall be completed.
- k) The Vendor shall be bound to transfer the shares comprised in an Allocation Notice and to deliver the relevant share certificate or certificates to the purchasers named in such notice and at the time and place therein specified. If the Vendor shall fail to transfer the said shares the chairman of the Company or some other person appointed by the Directors shall be deemed to have been appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor transfers of the appropriate number of Sale Shares to the purchaser or purchasers thereof (hereinafter called "the Purchaser") against payment to the Company of the price fixed in accordance with this Article 14. On payment of such price to the Company the Purchaser shall be deemed to have obtained a good discharge for the payment thereof and on execution and delivery of the transfer the Purchaser shall be entitled to insist upon his name being entered in the register of members as the holder by transfer of the appropriate number of Sale Shares. The Company shall forthwith pay into a separate bank account in the Company's name a sum representing the said price and shall hold the same in trust for the Vendor. After the name of the Purchaser has been entered in the register of members in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.
- l) Notwithstanding the provisions of paragraph k) above or any other provision of this Article 14, unless he shall have previously agreed in writing to do so the Vendor shall not be obliged (but shall be entitled at his discretion) to transfer some only of the Sale Shares
- m) If upon the expiry of the Acceptance Period the Directors shall not have delivered to the Vendor valid Allocation Notices in respect of all the Sale Shares the Vendor shall be entitled at any time within three months after the expiry of the Acceptance Period at his option either:-
- (i) to transfer the whole of the Sale Shares or (at his option) any Sale Shares not allocated by the Directors in any Allocation Notice to any person and at any price; or

(14) provided the Sale Shares comprise not less than 51% of the issued share capital of the Company to require the Directors to convene a general meeting of the Company, at which a resolution that the Company be wound up voluntarily shall be proposed and in voting upon such resolution the Vendor shall be entitled to cast such number of votes as shall ensure the passing of such resolution as a Special Resolution.

n) In respect of all shares held by him or by any nominee for him a member of the Company shall be deemed to have given a Transfer Notice immediately prior to the event if:-

- (i) he effects any transaction of the kind referred to in paragraph a) of this Article or otherwise attempts to transfer any shares otherwise than in accordance with this Article
- (ii) he dies or becomes bankrupt or in the case of a corporate member enters into liquidation (except a members' voluntary liquidation for the purpose of a bona fide reconstruction or amalgamation) or suffers a receiver or an administrative receiver to be appointed of any of its assets;

o) Insofar as it entitles the Vendor to withdraw a Transfer Notice paragraph e) of this Article shall not apply:-

- (i) in respect of any Transfer Notice deemed to have been given under paragraph n) of this Article 14; and
- (ii) where a member gives a Transfer Notice in circumstances where a Transfer Notice would otherwise be deemed to have been given by him under the said paragraph n).

p) For the purpose of ensuring that a transfer of shares is duly authorised hereunder or that no circumstances have arisen whereby a Transfer Notice is to be deemed to have been given hereunder the Directors may require any member or the legal representatives of a deceased member or the liquidator of any corporate member or any person named as Transferee in any transfer lodged for registration to furnish to the Company such information and evidence as the Directors may think fit regarding any matter which they shall reasonably deem to be relevant to such purpose. Failing such information or evidence being furnished to the satisfaction of the Directors within a reasonable time after such request the Directors shall be entitled to refuse to register the transfer in question or (where no transfer has been submitted) to require by notice in writing that a Transfer Notice be given in respect of the shares concerned. A Transfer Notice shall (unless actually given at an earlier date) be deemed to have been given on the expiry of 28 days from the date of service of any such notice and the provision of this Article 14 shall take effect accordingly.

q) The Directors shall be obliged to register any transfer made pursuant to or permitted by the foregoing provisions of this Article 14 **PROVIDED**

(i) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer

(ii) it is in respect of only one class of shares; and

(iii) it is in favour of not more than four transferees

but shall not be authorised or entitled to register any other transfer."