

Articles of association

Company Number 02898417

**The Companies Act 1985 to 2006
Private Company Limited by Shares**

Articles of Association

of

Conamar Building Services Limited.

(as adopted by written special resolution passed on 8th June 2012)

FRIDAY



R1B4M18W
RM 15/06/2012 #75
COMPANIES HOUSE

1 Preliminary

- 1.1 Subject as hereinafter provided the regulations contained in The Companies (Model Articles) Regulations 2008 ("**2008 Regulations**") shall apply to the Company.
- 1.2 Schedule 2 to the 2008 Regulations shall be the Articles of Association of the Company subject to the modifications set out below.
- 1.3 Any reference in these regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

2 Defined Terms

In these Articles the following words and expressions shall have the meanings set out below

"the Act"

the Companies Act 2006 including every statutory modification or re-enactment thereof for the time being in force

“the Auditors”	the auditors for the time being of the Company or if there are no auditors or they decline to act a firm of accountants nominated by the Directors
“Connected Person”	has the same meaning as set out in section 839 Income and Corporation Taxes Act 1988
“the Directors”	the directors for the time being of the Company or a quorum of such directors present at a meeting of the directors
“Shares”	Ordinary Shares in the capital of the Company
“Share Trust”	Enterprise Management Incentive Scheme
“Trustees”	the trustees of the Share Trust from time to time being an employee benefit trust constituted by trust deed approved by the Directors the discretionary objects of which are the employees of the Company and its subsidiaries from time to time

3 Share Capital

- 3.1 The Directors of the Company are generally and unconditionally authorised for the purposes of Section 551 of the 2006 Act to allot, grant options over or otherwise deal with or dispose of the original shares in the capital of the Company at the date of its incorporation to such persons at such times and on such conditions as they think fit, subject to the provisions of that Section and Article 3.2 below and provided that no shares shall be issued at a discount. Companies Act 2006 provided the Shares are the only issued shares of the Company, Section 567 of the Act shall be applied and accordingly Section 561 (existing shareholders’ rights of pre-emption) and Section 562 (communication of pre-emption offer) shall not apply.

- 3 2 The general authority conferred on the Directors by regulation 3 2 of these Articles shall extend to all relevant securities (as defined by Section 551 of the Act) in the capital of the Company at the date of its incorporation during the period of five years from the date upon which the Company was incorporated but the Directors may, after the authority has expired, allot any shares in pursuance of an offer or agreement so to do made by the Company before the authority expired. The authority may be renewed varied or revoked by the Company in General Meeting. Section 550 of the Act shall apply so that where the Company has only one class of share the Directors shall have authority to allot shares of that class and to grant rights to subscribe for or convert any securities into such shares.

4 Transfer of Shares

4.1

- 4 1 1 Transfers made in accordance with this Article 4.1 1, namely a transfer by the Trustees (in their capacity as such) to any person who is a potential beneficiary under the terms of the Share Trust or a transfer by a person holding Shares to the Trustees (in their capacity as such) can be made without complying with Article 4 1.2
- 4 1 2 Save for a transfer pursuant to Article 4 1.1 any person ("the proposing transferor") proposing to transfer any shares ("the sale shares") shall give notice in writing ("the transfer notice") to the Company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the market value thereof. The transfer notice which shall be accompanied by the share certificate shall constitute the Company the agent of the proposing transferor for the sale of all (but not some of) the sale shares to the holders of shares willing to purchase the same ("the purchasing member") at the price specified therein or (if appropriate) at the market value certified in accordance with Article 4 5 below (whichever shall be the lower). A transfer notice shall not be revocable except with the sanction of the Directors.
- 4 2 The sale shares shall be offered by notice in writing ("the offer notice") within seven days after the receipt by the Company of either the transfer notice or (if appropriate) the certificate of market value as requested under Article 4.5 below (whichever is the later).
- 4 3 The offer notice (which shall state the price per sale share) shall invite such members to state in writing within 28 days after the date of the offer notice whether they are willing to purchase any and if so, how many of the sale shares. For the purpose of this Article 4 an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company.

4.4 If any of such members applies for the sale shares within the period specified in Article 4 3 then -

4 4.1 if the aggregate number of shares applied for is equal to the number of sales shares, the Directors shall allocate the number applied for in accordance with such applications, or

4.4.2 if the aggregate number of shares applied for is more than the number of the sale shares the Directors shall allocate the sale shares at either stage as between such applicants pro rata (as nearly as may be in the discretion of the Directors) to their holdings of Ordinary Shares

but so that no such applicant shall be allocated more shares than those for which he applied

4 5 If a transfer notice is given in respect of shares then the Directors may, in their entire discretion and prior to the despatch of any offer notice, request (subject as mentioned below) that the Auditors be appointed to certify in writing the sum which in their opinion represents the market value of the sale shares calculated on the basis of a sale as between a willing buyer and a willing seller on arms' length terms having regard to the fair value of the Company's business as a going concern A discount (or premium) may be applied in valuing any sale shares by reason of the fact that they represent a minority (or majority) of the issued ordinary share capital The Directors may resolve that costs of such valuation shall be borne by the Company but if they do not, then the costs shall be apportioned among the proposing transferor and the purchasing members or borne by any one or more of them as the Auditors in their absolute discretion shall decide In certifying the market value as aforesaid the Auditors shall be considered to be acting as an expert and not as an arbitrator and his decision shall be final

4 6 Upon receipt of the certificate of the Auditors , the Company shall set out in the offer notice the price per share (being the lower of the price specified in the transfer notice and the certified market value of each share) at which the sale shares are offered for sale.

4.7 If purchasing members shall be found for all the sale shares within the period specified in Articles 4 3 the Company shall, not later than seven days thereafter, give notice in writing ("the sale notice") to the proposing transferor specifying the purchasing members and the proposing transferor shall be bound upon payment of the price due in respect of the sale shares to transfer the sale shares to the purchasing members

- 4 8 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any sale shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account
- 4 9 If the Company shall not give a sale notice to the proposing transferor within the time specified in Article 4.7 above he shall, during the period of ninety days next following the expiry of the time specified, be at liberty with the prior written permission of the Board to transfer all (but not some only) of the sale shares to any person or persons approved in writing by the Board at a price not being less than the price specified in the transfer notice. In the event that the Board do not approve any transferee they shall notify the proposing transferor within 14 days of the written request for approval from the proposing transferee.
- 4.10 The restrictions on transfer contained in these Articles will not apply to any transfer approved in writing by all the members for the time being
- 4 11 In the application of Regulations 27 to 29 of the 2008 Regulations to the Company -
- 4 11.1 any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall in accordance with these Articles give a transfer notice before he elects in respect of any share to be registered himself or to execute a transfer;
- 4 11.2 if a person so becoming entitled shall not have given a transfer notice in respect of any share within six months of the death or bankruptcy, the Directors may at any time thereafter upon resolution passed by them give notice requiring such person within thirty days of such notice to give a transfer notice in respect of all the shares to which he has so become entitled and for which he has not previously given a transfer notice and if he does not do so he shall at the end of such thirty days be deemed to have given a transfer notice (or transfer notices as appropriate) pursuant to Article 4 1 2 relating to those shares in respect of which he has not done so;
- 4.12 Where any member of the Company who is an employee or Director of the Company or any subsidiary of the Company shall for any reason whatsoever cease to be such an employee or Director ("Departing Shareholder") then the Directors may within 12 months of such cessation serve a written notice on the Departing Shareholder requiring that he serve a transfer notice in respect of all the shares held by him at the date of service of the notice. In the event that no transfer notice shall have been served within 14 days of such written notice a

transfer notice shall be deemed to have been served on the expiration of such 14 days. The transfer notice or deemed transfer notice shall constitute the Company as agent for the sale of all but not some of the shares held by such Departing Shareholder. The price for the shares shall be:-

4 12.1 determined in accordance with the provision of Article 4 5 above if the Departing Shareholder shall cease to be a Director or employee more than two years after becoming a shareholder or shall have acquired his shares within two years of such cessation but pursuant to the exercise of an option granted by the Company, or

4 12 2 the subscription or acquisition price for each of the shares in question if the Departing Shareholder shall cease to be a Director or employee in circumstances other than those described in sub-paragraph 4 12 1

4 13 In the event that any person (including the personal representatives of a deceased option holder) acquires any shares on the exercise of an option under a Share Option Scheme of the Company at a time when that person is not an employee or director of the Company or any subsidiary of the Company then the Directors may within 12 months of such acquisition require such person by notice in writing to serve a transfer notice in respect of all the shares held by him at the date of such written notice. In the event that no transfer notice shall have been served within 14 days of such written notice a transfer notice shall be deemed to have been served on the expiration of such 14 days. The price for the shares shall be determined in accordance with Article 4 5.

General Meetings and Resolutions

5 Every notice convening a General Meeting shall comply with the provisions of the Act as to giving information to members in regard to their right to appoint proxies; notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the Auditors

6 No business shall be transacted at any meeting unless a quorum is present. A quorum shall consist of two persons entitled to vote upon the business to be transacted. If a meeting is adjourned because a quorum is not present then if at the adjourned meeting a quorum is not present within 15 minutes of the time appointed for the meeting, the member or members present in person or by proxy shall be a quorum

7 One member present in person or by proxy or the Chairman of the meeting may demand a poll

-
- 8 Subject to any special rights or restrictions as to voting attached to any shares or in accordance with these Articles on a show of hands or on a poll vote every member who, being an individual, is present in person or (being a corporation) is present by a representative, or is present by proxy shall have one vote and on a poll every member who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles have one vote for each share of which he is the holder
 - 9 Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting, or by their duly appointed proxies or attorneys, shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held

Directors

- 10 Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall not be subject to any maximum number of Directors There shall be no minimum number of Directors
- 11 The Company may by ordinary resolution appoint a person who is willing and able to act as Director either to act as Director to fill a vacancy or as an additional Director and May also determines the rotation in which any additional Directors are to retire
- 12 The quorum for the transaction of the business of the Directors shall be two Directors unless the Company has a sole Director in which case the quorum shall be one A person, who holds office only as an alternate Director shall, if his appointer is not present, be counted in the quorum.
- 13 In the event that a proposed Meeting of Directors is indurate the Meeting shall if so required by the attending Director be adjourned to the same time and place 7 days thereafter and if at the adjourned meeting a quorum is still not present the attending Director shall have authority thereupon to appoint an additional Director to the Board
- 14 The Chairman shall have a second or casting vote

Borrowing Powers

-
- 15 The Director may exercise all powers of the Company to borrow money and to mortgage or charges its undertaking property and uncalled capital, or any part thereof, and subject to the provisions of Section 551 of the Act and any resolutions of the Company in General Meeting passed pursuant thereto 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

Powers and Duties of Directors

- 16 A Director who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company shall, if required by the Act, declare the nature of his interest at a meeting of the Directors of the Company in accordance with the Section 177 of the Act Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall so vote his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present
- 17 The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any Company which is a subsidiary of or associated with the Company or of the predecessors in business of the Company or any such subsidiary or associated company and the wives, widows, families or dependants of any such persons.

Disqualification and Changes to the Board

- 18 No Director shall vacate his office or be ineligible for appointment or re-appointment as a Director by reason only of having attained any particular age, nor shall special notice be required on any resolution appointing or approving the appointment of such Director or any notice be required to state the age of the person to whom such resolution relates.
- 19 **The office of a Director shall be vacated if:**
-

- 19 1 He is prohibited from being a Director by an order made under the Company Directors Disqualification Act 1985,
 - 19.2 He becomes bankrupt or a receiving order is made against him or he makes an arrangement or composition with his creditors generally,
 - 19 3 He becomes incapable by reason of mental disorder illness or injury of managing and administering his property and affairs,
 - 19 4 He absents himself from attendance at meetings of Directors without special leave of absence from the Directors for a period in excess of six months, and they pass a resolution that he has by reason of such absence vacated office,
 - 19 5 By notice in writing to the Company he resigns his office; or
 - 19.6 In the circumstances described in Article 20 below.
- 20 A member or members holding more than one half of the issued Ordinary Share Capital of the Company may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and to remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director and shall take effect when the notice is delivered to the registered office of the Company

Proceedings of Directors

- 21 It shall be necessary to give notice of a meeting of Directors to a Director who is absent from the United Kingdom PROVIDED THAT such Director has furnished the other Directors or the Company Secretary with an address for service of such notice outside the United Kingdom.
- 22 A resolution in writing signed or approved by letter, tele message, facsimile transmission or telex by all of the Directors for the time being entitled to receive notice of meeting of Directors shall be as effective as a resolution passed at a meeting of Directors duly convened and held and may consist of several documents in the same terms each signed or approved by one or more of the Directors

- 23 Meetings of the Directors may be held by telephone or audio-visual communication and such meetings shall, subject to notice thereof having been given in accordance with these Articles, be as effective as if the Directors had met in person, provided always that the number of Directors participating in such communications is not less than the quorum stipulated by these Articles. A resolution made by a majority of the said Directors in pursuance of this Article shall be as valid as it would have been if made by them at a meeting convened and held in person.

Alternate Directors

- 24 Each Director shall have power by notice in writing under his hand (which shall take effect on the service thereof at the registered office of the Company) to nominate (1) any other Director or (2) any person approved for that purpose by the Directors such approval not to be unreasonably withheld refused or delayed, to act as his alternate, and at his discretion to remove such alternate Director. On such appointment being made the alternate Director shall be for all purposes counted as a Director of the Company, and except as regards remuneration and the power to appoint an alternate, shall while so acting be entitled to exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate but shall not be considered as two Directors for the purpose of making a quorum of Directors. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be Director or on the happening of any event which if the alternate were a Director would cause him to vacate such office. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointer. An appointment of an alternate shall not prejudice the right of the appoint or to receive notice of and to attend and vote at meetings of the Board of Directors.

Managing Director

- 25 Subject to the foregoing provisions of these Articles, the Directors may from time to time appoint one or more of their body to be managing Director or to hold such other office in the management, administration or conduct of the business of the Company 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. Subject to the terms of any such agreement, any managing Director or a Director appointed to any other office as aforesaid shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and shall ipso facto and immediately cease to be managing Director or to hold such other office in the

management, administration or conduct of business of the Company if he ceases to hold the office of Director from any cause.

- 26 The remuneration of a managing Director or any Director who may be appointed an executive in the management, administration or conduct of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by a panel of the members of the Board of the Company, (not including the said Director), and may be by way of fixed salary, or commission on the dividends, profits, sales or turnover of the Company, or any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension for himself or his dependants, or by all or any of these modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any ordinary remuneration to which he may be entitled as a Director of the Company.

Conamar Building Services Limited
Registration Number: 02898417

Minutes of General Meeting to Allot Shares

Minutes of a meeting of the shareholders of Conamar Building Services Ltd (the "Company") held at the office of Conamar Building Services Ltd, 29-31 Orchard Road, Stevenage, Hertfordshire, SG1 3HE on 11th June 2012 at 10 00 am

Present

Mr Cornelius Dower (Secretary)
Mr Neil Dower (Chairman, Director)
Mr Paul Dower
Mrs Mary Dower

- 1) The Chairman having noted that a quorum was present in accordance with s318 Companies Act 2006, declared the meeting open
- 2) The chairman proposed the following resolutions

Resolution 1: ALLOTMENT OF SHARES

IT WAS RESOLVED that upon the recommendation of the directors, the sum of £800 being part of the accumulated reserves of the Company, be capitalised and appropriated as capital to and among the holders of the Ordinary shares of £1 each in the capital of the company as appearing in the register of members at the close of business on 11/06/12 and the directors be authorised and directed to apply each sum in paying up in full Ordinary shares of £1 each in the capital of the Company and to allot and distribute such new shares, credited as fully paid, to and among the holders of the Ordinary shares at a rate of 8 new shares for each existing shareholder of £1 held by them and such shares shall rank pari passu with the existing Ordinary Shares of £1 each in the capital of the Company

Shareholder	Existing Shares	%	Allotment	Total shares	%
Cornelius Dower	75	75	600	675	75
Neil Dower	10	10	80	90	10
Paul Dower	10	10	80	90	10
Mary Dower	5	5	40	45	5
Total	100	100	800	900	100

The secretary was instructed to issue share certificates as evidence of the allotment, to alter the register of member's as appropriate and to file a form 'SH01 Return of allotment of shares' with the Registrar of Companies in respect of the allotment

Resolution 2: SHARE CERTIFICATES

IT WAS RESOLVED that the share certificates relating to the above allotment of shares be issued to the allottees where appropriate

- 3) The Chairman announced that the above resolutions are passed by all directors and all of the members
- 4) There being no further business the meeting concluded

Signed



Neil Dower
(Chairman)
Date 11/06/2012