

**THE COMPANIES ACT 2006**

**WRITTEN ORDINARY & SPECIAL RESOLUTIONS OF**

**AMBLESIDE RESIDENTIAL DEVELOPMENTS LIMITED**

**COMPANY NUMBER: 07086887**

*By written resolution of the members pursuant to Sections 288 to 300 of the Companies Act 2006 the following Ordinary & Special Resolutions were passed on 4 APRIL 2013*

It is resolved

**ORDINARY RESOLUTIONS**

- 1 THAT the 50 Ordinary shares of £1 each held by Peter Francis Smith be and are hereby re-designated as 50 'A' Ordinary shares of £1 each
- 2 THAT the 25 Ordinary shares of £1 each held by Martin Joseph Rafter be and are hereby re-designated as 25 'B' Ordinary shares of £1 each
- 3 THAT the 25 Ordinary shares of £1 each held by Claire Marion Meldrum be and are hereby re-designated as 25 'C' Ordinary shares of £1 each

**SPECIAL RESOLUTIONS**

- 4 THAT the Articles of Association be altered by the insertion of new Articles numbered 43 and 44 attached hereto and for the purposes of identification marked 'A' and 'B' and by the subsequent renumbering of all Articles currently numbered 43 to 86 as Articles 45 to 88
- 6 THAT the Articles of Association be altered by the by the insertion of a new sub Article (4) to the newly re-numbered Article 70 attached hereto and for the purposes of identification marked 'C'

Signed

*Peter F. Smith*

Director/Secretary

Presentor

York Place - White Rose House, 28A York Place, Leeds, LS1 2EZ  
Tel 0113 2245 450

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## **'A'**

### **Share Capital and variation of class rights**

- 43 (1) The share capital of the company shall be divided into 'A' Ordinary shares of £1 each, 'B' Ordinary shares of £1 each and 'C' ordinary shares of £1 each and all classes of shares shall rank *par passu*.
- (2) Whenever the capital of the company is divided into different classes of shares, the special rights attached to any class may only be varied or abrogated, either whilst the company is a going concern or during or in contemplation of a winding up, with the consent of the holders of the issued shares of that class given in accordance with the following article
- (3) The consent of the holders of a class of shares may be given by
- (a) a special resolution passed at a separate general meeting of the holders of the issued shares of that class, or
  - (b) a written resolution in any form signed by or on behalf of the holders of three-quarters in nominal value of the issued shares of that class, but not otherwise
- (4) To every such meeting, all the provisions of these articles and the Companies Act 2006 relating to general meetings of the company shall apply (with such amendments as may be necessary to give such provisions efficacy) but so that the necessary quorum shall be two holders of shares of the relevant class present in person or by proxy and holding or representing not less than one third in nominal value of the issued shares of the relevant class, so that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, and so that any holder of shares of the class, present in person or by proxy or (being a corporation) by a duly authorised representative, may demand a poll. If at any adjourned meeting of such holders such a quorum as aforesaid is not present, not less than one holder who is present in person or by proxy or (being a corporation) by a duly authorised representative shall be a quorum

## **'B'**

### **Further issues of shares: authority**

- 44 (1) The following paragraphs of this article shall not apply to a private company with only one class of shares
- (2) Subject to the preceding paragraph and save to the extent authorised by these articles, or authorised from time to time by an ordinary resolution of the shareholders, the directors shall not exercise any power to allot shares or to grant rights to subscribe for, or to convert any security into, any shares in the company
- (3) Subject to the remaining provisions of this article and to the following article (Further issues of shares pre-emption rights) and to any directions which may be given by the company in general meeting, the directors are generally and unconditionally authorised, for the purpose of section 551 of the Companies Act 2006 to exercise any power of the company to

- (a) offer or allot,
  - (b) grant rights to subscribe for or to convert any security into,
  - (c) otherwise create, deal in, or dispose of, any shares in the company to any person, at any time and subject to any terms and conditions as the directors think proper
- (4) The authority referred to in this article
- (a) shall be limited to a maximum nominal amount of £1,000 for 'A' Ordinary shares, £1,000 for 'B' Ordinary shares and £1,000 for 'C' Ordinary shares,
  - (b) shall only apply insofar as the company has not renewed, waived or revoked it by ordinary resolution, and
  - (c) may only be exercised for a period of five years commencing on the date on which the company is incorporated or these articles are adopted whichever is the later, save that the directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired)

### 'C'

- 70 (4) If and so long as the share capital is divided into different classes of shares, the directors may, subject to the provisions of the Companies Act 2006, pay interim dividends at variable rates on the different classes of shares, and the company, on the recommendation of the Directors, may declare dividends at variable rates on the different classes of shares