

710 57.13

Dated

22nd July

2011

WOKINGHAM ENTERPRISES LIMITED

- and -

WOKINGHAM BOROUGH COUNCIL

Amendments to the Articles

THURSDAY



RM 'RN12ZWEQ' 04/08/2011 146
COMPANIES HOUSE

Written resolution under section 288 of the Companies Act 2006

Wokingham Enterprises Limited

Company Number : 7105213

The member of the above named company hereby resolves that the Articles of Association be amended by way of a written special resolution as follows

- 1 At Article 1 "Defined Terms" to insert or substitute where appropriate the following definitions namely

"equity securities"	has the same meaning as in section 560 of the Companies Act 2006,
"Local Authority Member"	means Wokingham Borough Council as a member of the Company
"Member Organisation"	means any member of the Company (including for the avoidance of doubt any Local Authority Member) other than an individual
"member(s)"	the members of the Company as defined in the Companies Act 2006 which includes both the Local Authority Member and Member Organisations

- 2 To substitute the word "members" for the word "company" in Article 25 (1) and 25(2)
- 3 To insert the following new provisions in the Articles after Article 32 namely

"Alteration of Share Capital

32A.

- (1) Subject to the articles , but without prejudice to any rights attached to any existing shares, the members may issue shares with such rights or restrictions as the Members by special resolution determine

- (2) The members may by special resolution
 - (a) increase the Company's share capital by new shares of such amount as the resolution prescribes,
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,
 - (c) subject to the Companies Acts, sub-divide its shares, or any of them, into shares of smaller amount, and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have preference or advantage as compared with others,
 - (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled

Pre-emption Rights

32B.

- (1) A company must not allot equity securities to a person on any terms unless—
 - (a) it has made an offer to each person who holds ordinary shares in the company to allot to him on the same or more favourable terms a proportion of those securities that is as nearly as practicable equal to the proportion in nominal value held by him of the ordinary share capital of the company, and
 - (b) the period during which any such offer may be accepted has expired or the company has received notice of the acceptance or refusal of every offer so made

- (2) Securities that a company has offered to allot to a holder of ordinary shares may be allotted to him, or anyone in whose favour he has renounced his right to their allotment, without contravening article (1)(b)

(3) For the purpose of these articles section 561 of the Companies Act 2006 shall be modified so that the provisions of sections 564 to 566 (exceptions to pre-emption right) shall not apply “

4 At Article 68 1 1 delete of the word “undertaking,” after the words “ the whole of the “

5 To correct utilise adopt or amend any numbering in the Articles as required or to renumber the document where appropriate to ensure that the numbering runs sequentially

By signing this document the member of the company hereby agrees to the above written resolution which may not be revoked

Dated this 22nd day of July 2011

Signed 

Authorised Shareholder