

Dated

2<sup>nd</sup> February

2012

**WOKINGHAM ENTERPRISES LIMITED**

- and -

07105213

**WOKINGHAM BOROUGH COUNCIL**

**Written Resolutions**

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COMPANIES HOUSE

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**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 resolution as follows

**SPECIAL RESOLUTION**

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

|                     |  |
|---------------------|--|
| "managing director" | means any person regardless of title or description appointed by the Company for the purposes of managing the operations of the Company and who need not be a director |
|---------------------|--|

2. Insert the words "unless the Articles permit otherwise " at the end of Article 15 Declaration of director's interest

- 3 a To insert the following new provisions at Article 16. Conflicts of interest , namely

"(4)

(d) as an employee , director , a member, an agent or representative of the Local Authority Member or one of its subsidiary companies except where the conflict of interest in that particular case is likely to lead to unlawful conduct or legal challenge, and

(e) contracts or arrangements with the Local Authority Member which , in that particular case , do not contravene the Local Authority Member's policies , procedures and rules or that could lead to unlawful conduct or legal challenge. "

- b Delete the word "and" at the end of Article 16 (4) (b)

4 To insert the following provisions after Article 17 namely

**"17A Confidentiality**

There shall be no duty of confidentiality appertaining to the directors in respect of company information or matters arising in the directors meetings when dealing with the Local Authority Member. "

5 a At Article 18 Director's Appointment to delete the following namely

- a Articles 18 (2) , (3) , (4) , (5) , (6) and (7)
- b. To insert the following provisions in their place namely .

- "(2) The directors of the Company shall be appointed by the Local Authority Member by passing a written ordinary resolution and serving this upon the Company or by way of an Ordinary Resolution at any general meeting
- (3) Any resolution or notice of appointment of Directors shall give the particulars of that person which would if he/she were so appointed or reappointed be required to be included in the Company's register of directors
- (4) The directors may appoint a person who is willing to act to be a director either to make up the number of Directors to be sufficiently quorate for a directors' meeting or to fill a vacancy that has arisen where this is reasonably required for the proper running and management of the Company provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting he/she shall vacate office at the conclusion thereof
- (5) The directors may from time to time appoint one or more directors as a managing director or any other role under the Company in relation to the management of the business of the Company as they may decide either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and

- may, from time to time (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract), remove or dismiss him or them from such office and appoint another or others in his or their place or places
- (6) The directors may enter into an agreement or arrangement with any director for his/her or her employment by the Company or for the provision by him or her of any services outside the scope of the ordinary duties of a director. Any such appointment agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his or her services as they think fit. Any appointment of a director to an executive office shall terminate if he/she ceases to be a director but without prejudice to any claims to damages for breach of the contract or service between the director and the Company
- (7) No other Directors shall be appointed other than as permitted by the Articles "

**6 To make the following amendments at Article 21 Directors' remuneration and expenses**

- a delete Article 21 (7) and insert the following new provisions in the Articles at Article 21 namely

"(7) Members may by ordinary resolution restrict or limit the remuneration and or the benefits to any director or non-director roles including senior level appointments such as a Managing Director.

(8) In any event , the Company is not permitted, without first obtaining the consent of the Local Authority Member, to enter into any agreement, arrangement or otherwise where any person is to receive or could receive remuneration , financial benefits , bonuses or any other benefits in kind including pension arrangements in any one year of a value exceeding £100, 000

**7 To make the following amendments at Article 32A Alteration of Share Capital**

- a insert the word "only" after the words "to any existing shares,"
- b insert the following

"(e) For the avoidance of doubt the Company is not permitted to alter the Share Capital without the approval of the Local Authority Member "

**8 To make the following amendments at Article 32B Pre-emption Rights**

- a at Article 32B (1) (a) insert the words "of the whole" after the words "an offer" and delete the words "each person" substituting the words "the Local Authority Member" in the statement that reads " (a) it has made an offer to each person who holds ordinary shares in the company to allot to him"
  - b at Article 32B (1) (a) in the preceding statement above delete the word "him" and replace with "it".
  - c at Article 32B (1) (a) delete the words "a proportion of" and the words "proportion in" in the statement that reads " a proportion of those securities that is as nearly as practicable equal to the proportion in nominal value"
  - d at Article 32B (2) delete the word "his" and substitute with the word "its" in "his right to their allotment"
- 9 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 and that the intended amendments are effected.
- 10 THAT Wokingham Enterprises Limited are directed pursuant to the provisions of Article 4 (1) of the Company's articles of association to appoint Azhar Ghose as their legal advisor and Company Secretary upon terms of business as may be agreed

**ORDINARY RESOLUTION**

- 11. THAT Andrew Moulton be and he is hereby removed as a director of the Company in accordance with the provisions of Article 18 of the Company's articles of association
- 12 THAT Azhar Ghose be and is hereby appointed as director of the Company (subject to him consenting so to act) in accordance with the provisions of Article 18 of the Company's articles of association

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

Dated this 2<sup>nd</sup> day of February 2012

Signed 

Authorised Shareholder Representative  
On behalf of Wokingham Borough Council