

COMPANIES ACT 2006
COMPANY RESOLUTION

NI615371

O'NEILL SOLICITORS LIMITED

Held On Date 08/11/2012

A General Meeting took place at:

135 Cromac Street, Belfast, BT2 8JE

Those present:

Niall O'Neill and Shane O'Neill

The following Resolution was passed:

That the attached Articles and clauses therein in their entirety are hereby adopted in full.

All were in favour.

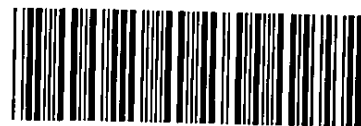
There being no further business, the meeting was closed.

Signed:  Signed: 

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COMPANIES HOUSE

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
O'NEILL SOLICITORS LIMITED

PRELIMINARY

1. In these articles and the Model Articles

“the Act” means the Companies Act 2006 and any statutory modification or re-enactment for the time being in force thereof.

Subject as hereinafter provided, the Articles contained in the Model Articles for Private Companies Limited by Shares set out in Schedule 1 to The Companies (Model Articles) Regulations 2008 (S.I.2008 No. 3229) shall apply to the Company. The said Articles contained in said Model Articles are hereinafter referred to as “the Model Articles”.

“the 1976 Order” means the Solicitors (Northern Ireland) Order 1976 and any statutory modification or re-enactment for the time being in force thereof.

“solicitor” means a person qualified to act as a solicitor under Article 4 of the 1976 Order.

“the 2007 Regulations” means the Solicitors (Incorporated Practice) Regulations 2007.

“the Council”, “practising certificate”, “the roll” shall have the meaning assigned in the 1976 Order.

“recognised body” means a body corporate for the time being recognised by the Council under the 2007 Regulations as being a suitable body to undertake the provision of professional services such as are provided by individuals practising as solicitors.

“person” includes a body corporate.

2. Articles 26(5) and 17(1)(a) of the Model Articles shall not apply to the Company, but the articles hereinafter contained and the remaining Model Articles subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. (a) The Company shall not have as a member any person who is not a solicitor or their executor or a recognised body.

- (b) (i) subject to sub-paragraph 3 (d) and 3 (e) a member of the Company shall not hold any share for another person save as nominee for a solicitor or a recognised body who or which is himself or itself a member or officer of the Company or for a solicitor who is working in the practice of the body or for a controller appointed under Article 101 of the Mental Health (Northern Ireland) Order 1986 in respect of any such solicitor.
- (ii) A member shall disclose to the Company the nature and extent of any interest in shares registered in his name and the persons by whom such interest are held. The Company shall maintain a record of the identity of all persons, other than the member in whose name a share is registered holding such interests. The record shall be kept in respect of each person on it for at least three years from the date on which that person ceased to hold any interest in any share in the practice.
- (iii) A member of the Company shall not create any charge or other third party interest (save as permitted by sub-paragraph (e) (i) of this Article) over any share in the Company.
- (c) In paragraphs (d) and (e) of this Article references to the beneficial owner of a share do not include a person in whose name that share is registered and who beneficially owns that share.
- (d) (i) Where a member of the Company dies the Company shall ensure that any shares registered in his name at the time of his death are within twelve months of his death registered in the name of a solicitor or a recognised body or are acquired by the Company itself.
- (ii) A solicitor or a recognised body who or which is the personal representative of a deceased member of or beneficial owner of a share in the Company may elect to be entered in the register of members of the Company but no member shall hold any share as personal representative for longer than twelve months from the date of the death of the deceased.
- (iii) Where a beneficial owner of a share in the Company dies, a member may, notwithstanding sub-paragraph (b) (i) of this Article, continue to hold such share for the personal representative of the deceased for a period of not longer than twelve months from the date of death; provided that voting rights shall only be exercised in respect of any share held in reliance on this sub-paragraph where the only personal representative in respect of the deceased beneficial owner's interest in the share is a solicitor or a recognised body.
- (e) (i) Where one of the following specified events happens, that is to say: the name of a member of or a beneficial owner of a share in the Company is struck off or removed from the roll or his practising certificate is suspended (including automatic suspension on bankruptcy) or expires without being renewed or (where such a member or beneficial owner is a recognised body) its recognition is revoked or expires (including automatic expiry on liquidation, making of an administration order or appointment of an administrative receiver); then

- (1) where the specified event happens in respect of a member, any share registered in his name may, notwithstanding paragraph (a) of this Article, remain so registered for a period of not longer than six months from the date of the specified event; provided that no voting rights shall be exercised in respect of any such share while it remains so registered; and
 - (2) where the specified event happens in respect of a beneficial owner of a share, a member may, notwithstanding sub-paragraph (b) (i) of this Article, continue to hold such share for the beneficial owner, or as the case may be, his trustee in bankruptcy or liquidator for a period of not longer than six months from the date of the specified event; provided that no voting rights shall be exercised in respect of any share held in reliance on this sub-paragraph.
 - (ii) A solicitor who is the trustee in bankruptcy or liquidator of a member of or a beneficial owner of a share in the Company may elect to be entered in the register of members of the Company but no member shall hold any share as trustee in bankruptcy or liquidator for longer than six months from the date of the bankruptcy order or winding up order as the case may be.
 - (f) A member of the Company shall not exercise any voting rights in respect of any share held in breach of any part of the 2007 Regulations and the chairman of the meeting shall not accept any vote tendered in breach of this paragraph or paragraph (g) of this Article.
 - (g) For the purposes of attending and voting at meetings a member of the Company shall not appoint as a proxy or corporate representative any person other than a solicitor who is a working member or officer of or who is working in the practice of (a) the Company or (b) a recognised body. The Company shall so far as possible ensure that its members comply with this Article and Article 24.
5. Subject to the provisions of Article 6 and to any directions which may be given by the company in general Meeting, the Directors may unconditionally exercise the power of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any securities into shares in the company (within the meaning of Section 551 of the 2006 Act) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they think proper, provided that no shares shall be issued at a discount.
 6. The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with Article 5 shall be the total amount stated in the Statement of capital and shareholdings or such other amount as shall be authorised by the company in General Meeting.

7. The authority conferred on the Directors by Article 5 shall expire on the day preceding the fifth anniversary of the date of incorporation of the company.
8. The provisions of Section 561(1) of the 2006 Act shall not apply to the Company.
9. A lien shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.

LIEN

10. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
11. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETING

12. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or (notwithstanding sub-paragraph (g) of Article 4) by proxy and entitled to vote. Articles 42 and 44 of the Model Articles shall be modified accordingly.

DIRECTORS

13. The number of Directors need not exceed one and Article 7 (2) of the Model Articles shall be construed accordingly.
14. The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by Section 9 of the 2006 Act.
15. A Director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

16. Subject to the provisions of the 2006 Act, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefore. *Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.* Article 14 of the Model Articles shall be modified accordingly.
17. The Directors may exercise all the powers of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

18. The Company shall not have as a Director any person who is not a solicitor.
19. Without prejudice to the powers of the Company under Section 168 of the 2006 Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time by notice to the Company to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed.

Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors and shall take effect upon being lodged at the registered office of the Company.

20. The office of a Director shall be vacated if he is removed from office under Article 19. Article 18 of the Model Articles shall be modified accordingly.
21. The office of a Director shall be vacated if the name of that Director is struck off or removed from the roll of Solicitors or his practising certificate is suspended (including automatic suspension on bankruptcy) or expires without being renewed.

PROCEEDINGS OF DIRECTORS

22. (i) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute "present in person" at such meeting.
- (ii) A resolution agreed by all the Directors by means of telephonic communication, telex, facsimile transceiver, computer or any other electronic means will be valid if such resolution is signed by the Chairman of the Company and if such resolution is expressed to be passed pursuant to this provision.

OFFICIAL SEAL FOR USE ABROAD

23. The Company may have a common seal for use under the provisions of Section 45 of the 2006 Act and Article 49 of the Common Articles, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

MENTAL HEALTH

24. The Company shall not have as a Director a solicitor while he is a patient as defined by Article 97(1) of the Mental Health (Northern Ireland) Order 1986 and no voting rights shall be exercised in respect of any shares registered in the name of or beneficially owned by such a solicitor.

MANAGEMENT AND CONTROL

25. The Company shall at all times be managed and controlled by solicitors or recognised bodies; provided that there shall be no breach of this Article where the Secretary of the Company is not a solicitor or a recognised body.
26. Every Director of the Company shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the 2006 Act.
27. In the case of the death or bankruptcy of a holder of a Company's shares, documents or information required or authorised to be sent or supplied to the member may be sent or supplied to the persons claiming to be entitled to the shares in consequence of the death or bankruptcy by name or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address supplied for the purpose by those so claiming whether within or outside the United Kingdom.

INDEMNITY

28. Subject to the provisions of and so far as may be consistent with the 2006 Act but without prejudice to any indemnity to which a Director may be otherwise entitled to every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.