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Articles amended by Special Resolution
on 19 July 2009

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

TUESDAY



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COMPANIES HOUSE

ARTICLES OF ASSOCIATION OF

HAMLET RESIDENTS ASSOCIATION LIMITED

GENERAL

1. In these Articles:-

"the Act" means the Companies Act, 1948;

"the seal" means the common seal of the Company;

"secretary" means any person appointed to perform the duties of the secretary of the Company;

"the Estate" means the Estate known as The Hamlet, Champion Hill, Camberwell, London, S.E.5;

"the house-owners" means the Lessees for the time being of the dwellings comprised in the Estate holding under Head Leases derived immediately out of the freehold interest therein;

"the Freeholder" is the person for the time being entitled to the reversion expectant on the termination of the before-mentioned Head Leases.

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. The number of members with which the Company proposes to be registered is 50.

4. The Subscribers of the Memorandum of Association, the first Directors and only house owners shall be members of the Company.

5. Where two or more persons jointly are the owners of one dwelling and become members only that one of them whose name first appears in the register of members shall be entitled to notice of General Meetings and to exercise the voting and other powers at or in connection with such meetings.

6. The Subscribers of the Memorandum of Association shall cease to be members as soon as the house owners of all the dwellings comprised in the Estate have become members. The first Directors, unless they shall have in the meantime become house owners, shall cease to be members on the expiry of their terms of office as Directors in accordance with Article 29 of these Articles. Any other member shall cease to be a member on ceasing to be a house owner and on the registration as a member of his successor in title.

7. The Trustee in Bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member if, at the time of his application for membership, he is a house owner.

GENERAL MEETINGS

8. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

11. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other

manner, if any, as may be prescribed by the Company in general meeting, to such persons as are under the Articles of the Company, entitled to receive such notices from the Company. Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meaning, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent. of the total voting rights at that meeting of all the members.

12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and ~~Auditors~~, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the ~~Auditors~~. *Accounts*

14. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

15. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.

16. The Chairman of the Company shall preside as Chairman at every General Meeting of the Company or if there is no Chairman for the time being, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect some other Director to be Chairman of the meeting. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an

original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members so present and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

19. Except as provided in Article 21 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

21. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question or a further meeting of the Company to be called for the purpose shall be taken at such time as the Chairman of the meeting directs, all members of the Company being first given reasonable notice thereof and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

22. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

23. Subject as hereinafter provided, every member present in person or by proxy shall have one vote.

24. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company under the terms of the lease under which he holds his house shall have been paid.

25. On a show of hands or on a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

28. Until otherwise determined by the Company in General Meeting the number of the Board shall not be less than three.

29. The first Directors shall be determined in writing by the Subscribers of the Memorandum of Association, and shall remain in office until such time as all the holders of the several Leases within the definition of "house-owner" shall become members of the Company and shall until that date not be eligible to retire at the first or subsequent Annual General Meeting of the Company.

30. The Directors may from time to time and at any time appoint any member of the Company as a Director either to fill a casual vacancy or by way of addition to the Board. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

31. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

32. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a Director.

BORROWING

33. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company.

POWERS AND DUTIES OF THE DIRECTORS

34. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; But no regulation

made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation has not been made.

35. The Directors shall have power from time to time to appoint members of the Board to be Chairman and Vice-Chairman of the Company and determine their respective duties and the tenure of their office.

36. The Directors shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the Board;

(b) of the names of the Directors present at each meeting of the Board and of any committee of the Directors;

(c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of the Directors.

37. The Directors for the time being may act notwithstanding any vacancy in their body, provided always that, in case the Board shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

DISQUALIFICATION OF DIRECTORS

38. The office of a Director shall be vacated:-

(a) if a receiving order is made against him or he makes any arrangement or composition with his creditors; or

(b) if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;

(c) if he ceases to be a member of the Company; or

(d) if by notice in writing to the Company he resigns his office; or

(e) if he ceases to hold office by reason of any order made under Section 188 of the Act; or

(f) if he is removed from office by a resolution duly passed pursuant to Section 184 of the Act; or

(g) if he ceases to be a member of the Board by virtue of Section 185 of the Act.

ANNUAL ELECTION OF DIRECTORS

39. At every Annual General Meeting one-third of the Directors for the time being other than the Chairman or, if the number of Directors other than the Chairman is not three or a multiple of three, then the number nearest one-third shall retire from office,

but shall be eligible for re-election. The Directors to retire shall be those who have been longest in office since their last appointment or election but as between members of equal seniority those to retire shall (unless they otherwise agree between themselves) be determined by lot.

40. No person not being a retiring Director shall be eligible for election to the Board at any General Meeting unless, not less than three nor more than twenty-one days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by that person, of his willingness to be elected.

41. The Company may by extraordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another member in his stead.

PROCEEDINGS OF THE DIRECTORS

42. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

43. A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of the Board by notice served upon several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

44. The Chairman for the time being of the Company shall be the Chairman of the Board and shall be entitled to preside at all meetings of the Board at which he shall be present, but if there be no such Chairman for the time being or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Directors present shall choose one of their number to be Chairman of the meeting.

45. The Board may delegate any of their powers to committees consisting of such person or persons (whether or not Directors of the Company) as the Board think fit, but so that any committee consisting of less than three persons shall consist only of Directors and any other committee shall consist of Directors to the extent of at least two-thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Board and shall be subject at all times to the control of the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

46. All acts bona fide done by any meeting of the Board or of any committee set up by the Board, or by any person acting as a Director or a member of any committee, shall, notwithstanding it be

afterwards discovered that there was some defect in the appointment or continuance in office of any such Director, member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or a member of the committee.

47. A resolution in writing signed by all the Directors or the member of any committee set up by the Board for the time being who are duly entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee respectively, duly convened and constituted.

SECRETARY

48. Subject to Section 21(5) of the Companies Act, 1976, the first Secretary of the Company shall be Reginald Samuel Clifford Lawton, and in the event of his ceasing to hold office a Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an Assistant or Deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

49. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of Directors authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

ACCOUNTS

50. The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act, 1976 or other legislation for the time being applicable to the Company.

51. The accounting records shall be kept at the registered office of the Company or, subject to Section 12(6) and (7) of the Companies Act, 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.

52. The books of account shall be open to the inspection of any member of the Company on reasonable notice.

53. At the Annual General Meeting in every year the Directors shall lay before the Company an income and expenditure account for the period to the last preceding account (or in the case of the first accounts since the incorporation of the Company made up to a date not more than four months before such meeting) together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Directors and the ~~Auditors~~ and copies of such account, balance sheet and reports and

Accountants

of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting be sent to the ~~Auditors~~ ^{Accountants} and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The ~~Auditors~~ ^{Accountant's} report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967, and Sections 1, 6 and 7 of the Companies Act 1976.

AUDIT be sent to one or more properly qualified Accountant or Accountants who shall prepare an

54. Once at least in every year the accounts of the Company shall ~~be examined and the correctness of the~~ income and expenditure account and balance sheet ~~ascertained by one or more properly qualified Auditor or Auditors.~~ of the Company.

55. ~~Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Sections 14 and 23A of the Companies Act 1967, Sections 13 to 18 of the Companies Act 1976 and Sections 7 and 12 of the Companies Act 1981.~~ The Company's Accountants shall be appointed at the Annual General Meeting of the Company.

NOTICES

56. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members or by delivering it at his registered address.

57. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

58. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

MEMBERS' CONTRIBUTIONS

59. The members of the Company shall, whenever called upon so to do by the Company, pay to the Company in accordance with the terms of their respective Leases a rateable proportion of all charges and expenses incurred by the Company in the exercise of its objects.