

Company number 04052207

SPECIAL RESOLUTION

OF

Gallions Point Residents Association Limited (**Company**)

Passed on 7th December 2017

At an annual general meeting of the Company duly convened and held at the Sports Dock, University of East London, 4-6 University Way, London E16 2RD on 7th December 2017 at 19.00, the following resolution was duly passed as a special resolutions.

SPECIAL RESOLUTION

That the Company's Articles of Association be amended by the insertion of a new Regulation 12. (g) as follows:

"12. (g) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, 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 shall vacate office at the conclusion thereof."

Signed



12/12/2017

Director

TUESDAY



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19/12/2017

#126

COMPANIES HOUSE

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

GALLIONS POINT RESIDENTS ASSOCIATION LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, hereinafter referred to as Table A, shall apply to the Company subject as hereinafter provided.
- (b) In these Articles "The Act" means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
- (c) Clauses 2 to 35 (inclusive), 38, 54, 55, 57, 59, 102 to 108 (inclusive), 110, 114, 116 and 117 in Table A shall not apply to the Company.

INTERPRETATION

2. (a) Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.
- (b) "Dwelling" means any residential unit comprised in the Property.
- (c) "Dwellingholder" means the person or persons to whom a lease or tenancy of a dwelling has been granted or assigned or who holds the freehold of a dwelling and so that whenever two or more persons are for the time being dwellingholders of a dwelling they shall for all purposes of these Articles be deemed to constitute one dwellingholder.

MEMBERS

3. The subscribers to the Memorandum of Association shall be Members of the Company. A subscriber may nominate any person to succeed him as a Member of the Company and any person so nominated shall have the same power to nominate a person to succeed him as if he had been a subscriber. Save as aforesaid, no person shall be admitted as a *Member of the Company other than a dwellingholder. The Company must accept as a Member every person who is or who shall have complied with either of the signature provisions set out in Article 5.*
4. Each subscriber to the Memorandum of Association and any person nominated to be a Member under Article 3 shall, if not himself a dwellingholder, cease to be a Member as soon as dwellingholders for all dwellings have become Members.
5. The provisions of Section 352 of the Act shall be observed by the Company and every Member of the Company other than the subscribers to the Memorandum of Association shall either sign a written consent to become a Member or sign the register of Members on becoming a dwellingholder. Where two or more persons constitute one dwellingholder each shall so comply and they shall together constitute one Member and the person

whose name first appears in the register of Members shall exercise the voting powers vested in such Member.

6. A dwellingholder shall cease to be a Member on the registration as a Member of the successor to his dwelling and shall not resign as a Member while holding, whether alone or jointly with others, a legal estate in any dwelling.
7. If a Member shall die or be adjudged bankrupt his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a Member provided that he or they shall for the time being be a dwellingholder.

GENERAL MEETINGS AND RESOLUTIONS

8. (a) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a Member as a Director shall be called by at least 21 clear days' notice. All other Extraordinary General Meetings shall be called by at least 14 clear days' notice, but a General Meeting may be called by a shorter notice if it is so agreed:
 - (i) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (ii) in the case of any other General Meeting, by a majority in number of the Members having the right to attend and vote, being a majority together holding not less than 95% of the total voting rights of the Meeting of all the Members.
 - (b) The notice shall specify the time and place of the Meeting and in the case of special business, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.
 - (c) The notice shall be given to all Members and to the auditors and to every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member, but for his death or bankruptcy, would be entitled to receive notice of the Meeting.
 - (d) 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 declaring a dividend, the consideration of the accounts, balance sheets, and the report of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
 - (e) In accordance with Section 372(3) of the Act, a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member of the Company.
9. (a) Clause 40 In Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
 - (b) If the quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine; and if

at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, such adjourned meeting is dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

10. Clause 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom.

VOTES OF MEMBERS

11. Every Member present in person or by proxy at a General Meeting shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

DIRECTORS

12. (a) The Maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Clause 64 in Table A shall not apply to the Company.

(b) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(c) Save for the persons who are deemed to have been appointed as the first Directors of the Company on incorporation pursuant to Section 13(5) of the Act, no person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Director. Clause 44 in Table A shall not apply to the Company.

(d) No Member shall be elected a Director at any General Meeting unless:

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any Member who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

(g) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, 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 shall vacate office at the conclusion thereof.

DISQUALIFICATION OF DIRECTORS

13. The office of Director shall be vacated if he ceases to be a Member of the Company or he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Clause 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

14. (a) A Director may vote at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

MINUTES

15. Clause 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom.

NOTICES

16. (a) Clause 112 in Table A shall be read and construed as if the second sentence were omitted therefrom.

(b) The words "or of the holders of any class of shares in the Company" shall be omitted from regulation 113 of Table A.

INDEMNITY

17. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.