

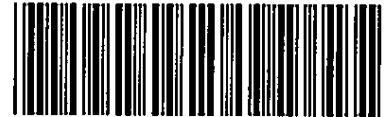
THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

NAPIER COURT FREEHOLD LIMITED

WEDNESDAY



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RM 26/10/2011 22
COMPANIES HOUSE

1. PRELIMINARY

- 1 1 The Regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (SI) 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373) (such Table being hereinafter called "**Table A**") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company

1 2 In these Articles -

- "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force,
- "the Estate" means Napier Court, Ranelagh Gardens, London SW6
- "Dwelling" means any residential flat maisonette or unit comprised in the Estate (of which a 999 year Lease has been granted to the Dwellingholder),
- "Dwellingholder" means the person or persons to whom a 999 year lease of a Dwelling has been (or will be) granted or later assigned 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 of Association be deemed to constitute one Dwellingholder

¹ Adopted by Special Resolution dated 4th January 2005 Subsequently amended by Special Resolutions dated 26 September 2005 and 11 October 2011

2. ALLOTMENT AND TRANSFER OF SHARES

- 2 1 The subscribers to the Memorandum of Association of the Company shall be duly registered as Members of the Company in respect of the shares for which they have subscribed. A subscriber may transfer any shares subscribed by him to a person nominated by him in writing to succeed him as a Member and any such person (other than a Dwellingholder) so nominated shall have the same power to transfer the share as if he had himself been a subscriber. Personal representatives of a deceased subscriber or of any successor so nominated by him shall have the same rights of transfer.
- 2 2 Save as aforesaid, no share shall be allotted or transferred to any person who is not a Dwellingholder. Each Dwellingholder shall be the owner of the shares and if a Dwellingholder owns more than one Dwelling he may also own those shares allocated in respect of the other Dwelling(s). A Dwellingholder shall not be entitled to dispose of his shareholding in the Company allocated to a particular Dwelling while holding, whether alone or jointly with others, a legal estate in that Dwelling.
- 2 3 In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2 4 Subject as provided in paragraph 2 2 above the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- 2 5 If any Member of the Company who is a Dwellingholder parts with all interest in the Dwelling(s) held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his death, his legal personal representative or representatives, or in the event of his bankruptcy, his trustee in bankruptcy shall transfer his shareholding in the Company to the person or persons who become the Dwellingholder of such Dwelling(s).
- 2 6 Each subscriber to the Memorandum of Association and any person becoming a Member as a result of a nomination under Article 2 1 shall, if not himself a Dwellingholder, offer his shareholding in the Company to the Company as soon as Dwellingholders for all the Dwellings have become Members. The Company shall -
- 2 6 1 subject to the provisions of the Act, purchase such shareholding in which case the Member concerned shall execute all such documents (including any contract required under Section 164 of the Act) and do all such acts and things as may be necessary in order to enable the Company to comply with the Act and effect such purchase, or
- 2 6 2 direct the Member concerned to transfer his shareholding to some other Dwellingholder or Dwellingholders in which case the Member

concerned shall execute a share transfer in respect of his shareholding as appropriate and deliver the same to the Company PROVIDED that the sanction of a Special Resolution shall be required for any such transfer where the proposed transferee or transferees already hold one share of the Company in respect of each of their Dwellings

- 2 7 The price to be paid on the transfer of every share under this Article shall, unless (in the case of a transfer made pursuant to Article 2 6 above) the transferor and transferee otherwise agree, be its nominal value
- 2 8 If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy) refuses or neglects to transfer it or offer it for purchase in accordance with this Article, one of the Directors, duly nominated for that purpose by a Resolution of the Board, shall be the attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder or (as the case may be) any documentation as is referred to in Article 2 6 above, and the Company may give a good discharge for the purchase money and (in the case of a transfer) enter the name of the transferee of the said share in the Register of Members as the holder thereof
- 2 9 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 of the Company, provided he or they shall for the time being be a Dwellingholder
- 2 10 The Directors shall refuse to register any transfer of shares made in contravention of all the foregoing provisions of these Articles, but otherwise shall have no power to refuse to register a transfer
- 2 11 Regulation 24 in Table A shall not apply to the Company

3 SHARES

- 3 1 The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company Regulation 8 in Table A shall be modified accordingly
- 3 2 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

4 GENERAL MEETINGS AND RESOLUTIONS

- 4 1 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall

be sent to the Directors and to the Auditors for the time being of the Company

- 4 2 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting 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 Directors may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved
- 4 3 Regulation 41 in Table A shall not apply to the Company
- 4 4 Resolutions under Section 303 of the Act for the removal of a director before the expiration of his period of office and under Section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in General Meeting
- 4 5 A Member present at a meeting by proxy shall be entitled to speak at the meeting
- 4 6 Unless resolved by ordinary resolution that Regulation 62 in Table A shall apply without modification, the appointment of the proxy and any authority under which the proxy is appointed or a copy of such authority certified notari ally or in some other way approved by the directors may be deposited or received at the place specified in Regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll may be handed to the chairman of the meeting prior to the commencement of the business of the meeting
- 4 7 The Company shall 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 Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next An annual general meeting must be called by notice of at least 14 days The board of directors shall give the Members not less than 1 month's written notice of the intended date of each annual general meeting

5. VOTES OF MEMBERS

- 5 1 Every Member present in person or by proxy or, being a corporation, present by a duly authorised representative at a General Meeting shall have one vote per share vested in such Member
- 5 2 Regulation 54 in Table A shall not apply to the Company

6. NUMBER AND APPOINTMENT OF DIRECTORS

- 6 1 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 the maximum number of directors shall be ten and the minimum number of directors shall be two Regulation 64 in Table A shall not apply to the Company

- 6 2 Regulations 73 – 80 (inclusive) in Table A shall not apply to the Company
- 6 3 At each annual general meeting of the Company all the directors shall retire from office. A retiring director may be reappointed
- 6 4 A Dwellingholder shall be entitled (for each Flat in his ownership) to propose one person (including himself if the Dwellingholder is a sole individual or one of them if two or more persons are for the time being a Dwellingholder) to be a director
- 6 5 No person shall be appointed or reappointed a director of the Company at any general meeting unless
- (a) he is recommended by the directors, or
 - (b) not less than twenty-one clear days before the date appointed for the meeting, notice signed by a Dwellingholder qualified to vote at the meeting in his capacity as a member has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of members together with notice signed by that person of his willingness to be appointed or reappointed
- 6 6 Not less than seven nor more than twenty-eight clear days before the date appointed for the holding of a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for the appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors
- 6 7 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director
- 6 8 The directors may appoint a person who is willing 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

7. BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, 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 or of any third party

8. ALTERNATE DIRECTORS

- 8 1 Any Dwellingholder may appoint an alternate Director and may remove from office an alternate Director so appointed by him and Regulation 65 of Table A shall be modified accordingly
- 8 2 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly
- 8 3 A Director, or any other Member approved by resolution of the Directors and willing to act, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present

9. AUTOMATIC TERMINATION OF DIRECTORSHIP

- 9 1 Subject to Article 9 2 below, the office of a Director shall be automatically terminated if (a) he ceases to be a Member of the Company, (b) his proposing Member ceases to be a Member of the Company or, (c) having been proposed by a Member, on written instruction from that Member Regulation 81 in Table A shall be modified accordingly
- 9 2 In the event that a Member/ Director ceases to be a Member or the proposing Member of a Director ceases to be a Member, the board of directors shall be entitled (but not obliged) to defer such termination of office until the next Annual General Meeting

10. GRATUITIES AND PENSIONS

- 10 1 The Directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- 10 2 Regulation 87 in Table A shall not apply to the Company

11. PROCEEDINGS OF DIRECTORS

- 11 1 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
- 11 2 Each Director shall comply with his obligations to disclose his interest in contracts under Section 317 of the Act

- 11 3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

12 THE SEAL

If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

13 INDEMNITY

- 13 1 Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.
- 13 2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
- 13 3 Regulation 118 in Table A shall not apply to the Company.

14. RULES OR BYELAWS

- 14 1 The Directors may from time to time make such Rules or Bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Byelaws regulate -
- 14 1 1 the admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees, charges, contributions or payments to be made by Members,
- 14 1 2 the conduct of Members of the Company in relation to one another, and to the Company and to the Company's servants or agents,
- 14 1 3 the setting aside of the whole or any part or parts of the Estate at any particular time or times or for a particular purpose or purposes,

- 14 1 4 the procedure at General meetings and Meetings of the Directors and committees of the Directors of the Company insofar as such procedure is not regulated by these Articles,
- 14 1 5 and, generally, all such matters as are commonly the subject matter of company rules or rules or regulations appropriate to the Company and/or property of a similar nature and type as the Estate
- 14 2 The Company in General Meeting shall have power to alter or repeal the Rules or Bye-laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye-laws, which so long as they shall be in force, shall be binding on all Members of the Company Provided, nevertheless, that no Rule or Bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company