

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

16 GLOUCESTER DRIVE MANAGEMENT COMPANY LIMITED (Company)

Circulation Date 1st November 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company propose that the following resolutions are passed (**Resolutions**)

**SPECIAL RESOLUTION**

That new Articles of Association in the form annexed be adopted in substitute for the existing Articles of Association

**ORDINARY RESOLUTION**

That the directors of the Company be hereby authorised generally and unconditionally pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £4 00 at any time or times during the period of five years from the date hereof

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Signed by Paul Birkin and Jennifer Birkin

Date

*P. Birkin J. Birkin.*  
1st November 2012

Signed by Isabella May

Date

*Isabella May*  
9th November 2012

Signed by Clare Midgley and Norris Saakwa-Mante

Date

*Clare Midgley Norris Saakwa-Mante*  
6th November 2012

**NOTES**

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to 16 Gloucester Drive, Finsbury Park, London, N4 2LN

SATURDAY



A17 \*A1MCNTER\* 24/11/2012 #61  
COMPANIES HOUSE

You may not return the Resolution to the Company by any other method. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 28 days from Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

**The Companies Act 2006**  
**Private Company Limited by Shares**  
**ARTICLES OF ASSOCIATION**

**of**

**16 Gloucester Drive Management Company Limited**

**PRELIMINARY**

1

- (a) The Model Articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles shall apply to the company, except in so far as they are modified or excluded by these Articles
- (b) Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles
- (c) Any reference in these Articles to "the Act" shall mean the Companies Act 2006

**INTERPRETATION**

2 In these Articles -

"The Property" means the land and buildings at 16 Gloucester Drive, Finsbury Park, London, N4 2LN

"Residence" means any residential unit comprised in the Property

"Resident" means the leaseholder, tenant or freeholder of a Residence but so that should two or more persons be Residents of a Residence they shall be deemed to be one Resident for the purposes of these Articles

**ALLOTMENT AND TRANSFER OF SHARES**

3

- (a) No person other than a Resident may be a member of the Company
  - (b) Each Resident shall at all times hold an equal number of shares in the Company
- 4 No share shall be issued or allotted to any person unless and until payment in full for such share so issued or allotted has been received by the Company
- 5 Save as contained in the provisions of these Articles no shares shall be issued to any person who is not a Resident of the Residence to which the share or shares relates A

Resident shall not be entitled to dispose of its shareholding in the Company while holding, whether alone or jointly with others, a legal estate in any Residence

- 6 Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any shares except an absolute right to the entirety thereof in the registered holder
- 7 Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for each of one of their shares. Every certificate shall be under the common seal of the Company if such exists or otherwise as specified in these Articles and shall specify the share to which it relates and the amount paid up thereon. Provided that in respect of a share held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. Article 24 of the Model Articles shall be modified accordingly
- 8 The Company shall have a first and paramount lien on all shares registered in the name of any person indebted or under liability to the Company whether they be the sole holder thereof or one of two or more joint holders for all moneys presently payable by them or their estate to the Company but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Article
- 9 The instrument of transfer of a share shall be signed by or on behalf of the transferor who shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof and Article 26 of the Model Articles shall be modified accordingly
- 10 Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all of their shares only by instrument in writing in any usual or common form or any other form which the Directors may approve
- 11 The Directors shall refuse to register a transfer of any share if the transferee is not the Resident of the Residence to which the share relates in accordance with these Articles
- 12 If any member parts with all interest in the Residence held in his or her name, or if their interest therein ceases and determines, the member or in the event of their death or bankruptcy their legal personal representative or trustee in bankruptcy shall transfer his or her shareholding in the Company to the person who becomes the Resident of his or her Residence
- 13 Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered themselves as holder of the shares or to have some person nominated by the entitled person to be registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his or her death or bankruptcy, as the case may be. The provisions of this Article shall apply to any person becoming entitled to a share in consequence of the merger or consolidation of any member being a corporation as they apply to any person becoming entitled to a share in

consequence of the death or bankruptcy of a member

- 14 If the person so becoming entitled shall elect to be registered themselves, he or she shall deliver or send to the Company a notice in writing signed by him or her stating that they so elect. If he or she shall elect to have another person registered they shall testify their election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 15 The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered themselves or to transfer it or offer it for purchase in accordance with these Articles. If such person refuses or neglects to comply with such notice within such reasonable time as is specified in the notice, one of the Directors duly nominated for that purpose by a resolution of the Board of Directors, shall be the attorney of the member with full power to execute, complete and deliver a transfer of such member's share to the person to whom the same ought to be transferred and the Company may give a good discharge for the purchase money and enter the name of the transferee as the holder in the Register of Members.
- 16 The Directors may at any time by notice in writing require any member within such reasonable time as is specified in the notice to indicate in writing the capacity in which they hold any share in the capital of the Company and if they hold such share otherwise than as beneficial owner, to indicate in writing so far as it lies within his or her knowledge the persons who have an interest in such share (either by name and address or by other particulars sufficient to enable those persons to be identified) and the nature of their interest.

#### **GENERAL MEETINGS AND RESOLUTIONS**

17

- (a) Any proxy appointed by a member of the Company in accordance with the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands for each Residence.
  - (b) In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and on a poll, or a show of hands to vote instead of them and that such proxy need not also be a member.
  - (c) Proxies may be deposited at the registered office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat an electronic communication appointing a proxy as a proxy for the purposes of this Article.
- 18 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, the reports of the Directors and Auditors, the election of Directors and the appointment of and the fixing of the remuneration of, the Auditors.
  - 19 At any general meeting a resolution put to the vote of the meeting shall be decided on a

show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any member present in person or by proxy and entitled to vote Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in such vote

- 20 Except as provided in these Articles, 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
- 21 A Resolution in writing signed or approved by letter, telex, facsimile transmission or cable or by any other electronic communication by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative)

#### **APPOINTMENT OF DIRECTORS**

22

- (a) Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one

23 The Directors shall not be required to retire by rotation

24 No person shall be eligible to hold office as a Director who is not a member of the Company

25

- (a) No member shall be appointed a Director at any General Meeting unless either -
- (i) he or she is recommended by the Directors, or
  - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his or her willingness to be appointed
- (b) Subject to paragraph (a) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director
- (c) The Directors may appoint a member 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 determined by the Company in General Meeting as the maximum number of Directors for the time being in force

## **PROCEEDINGS OF DIRECTORS**

- 26 Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him or her personally or by word of mouth or sent in writing to him or her (by electronic communication or otherwise) at their last known address or any other address given by them to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his or her absence be sent in writing to them at an address given to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively.
- 27 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any other form of electronic communication which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.
- 28 The Chairman of the directors meeting shall not have a casting vote and Article 13 of the Model Articles shall be modified accordingly.
- 29
- (a) A Director who is in any way either directly or indirectly interested (whether through persons connected with him or her as defined in the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his or her interest at a meeting of the Directors in accordance with the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he or she is interested and he or she shall be counted in reckoning whether a quorum is present.
- 30 The Directors may determine such rules or procedures as they deem fit for the efficient running of the Company. The Company in General Meeting shall have power to amend or repeal such rules or procedures which shall be binding on all members of the Company for as long as they remain in force.
- 31 No person who is not a member of the Company shall be capable of being appointed an alternate Director.

## **BORROWING POWERS**

- 32 The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## **DISQUALIFICATION OF DIRECTORS**

- 33 The office of a Director shall be vacated if he or she ceases to be a member of the Company

## **NOTICES**

34

- (a) Any notice or other document may be served on or delivered to any member by the Company either,
- (i) personally, or
  - (ii) by sending it by post addressed to the member at their registered address, or
  - (iii) by any form of electronic communication, or
  - (iv) by leaving it at their registered address addressed to the member, or
  - (v) by any other means instructed in writing by the member concerned and agreed by the Company

In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders

- (b) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by electronic communication, shall be deemed to have been served or delivered when it was so left or sent. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given

## **EXECUTION OF DOCUMENTS**

- 35 The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the 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 by a second Director. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors

## **INDEMNITY**

36

- (a) Subject to article 36(b), a director of the Company may be indemnified out of the Company's assets against
- (i) any liability incurred by that director in connection with any negligence, default,



breach of duty or breach of trust in relation to the Company, or

(ii) any other liability incurred by that director as an officer of the Company

(b) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law