



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 7578754

The Registrar of Companies for England and Wales, hereby certifies that

**SUMMER COURT, SLADE HILL MANAGEMENT
LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **25th March 2011**



N07578754U



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

701841/30 0/P E10

IN01

Application to register a company

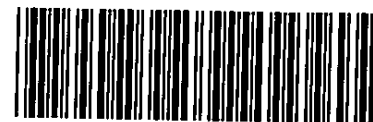


A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
private or public company

☒ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership
this, please use form LL IN01

WEDNESDAY



A52 23/03/2011 105
COMPANIES HOUSE

Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

Summer Court, Slade Hill Management Limited

For official use

--	--	--	--	--	--	--	--	--	--

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number 349 Ringley House

Street Royal College Street

Post town London

County/Region London

Postcode N W 1 9 Q S

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1 I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2 I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
☒ Private limited by guarantee
☐ Public company

Option 3 ☐ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address ①

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3

Signature ①

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X</div>
-----------	-----------------------------------


① Signature

The person named above consents to act as secretary of the proposed company.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
	Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm	Ringley Limited		
Building name/number	349 Ringley House		
Street	Royal College Street		
Post town	London		
County/Region	London		
Postcode	N W 1 9 Q S		
Country			
C2	Location of the registry of the corporate body or firm		
	Is the corporate secretary registered within the European Economic Area (EEA)?		
	→ Yes Complete Section C3 only		
	→ No Complete Section C4 only		
C3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③	Companies House, Crown Way, Cardiff, CFM 3UZ, UK		
Registration number	03302438		
C4	Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
Registration number			
C5	Signature ⑤		⑤ Signature The person named above consents to act as corporate secretary of the proposed company
	I consent to act as secretary of the proposed company named in Section A1		
Signature	Signature 		

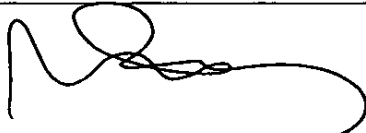
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Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	Mrs	
Full forename(s)	Mary-Anne	
Surname	Bowring	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	British	
Date of birth	<div> <div>d2</div> <div>d4</div> <div>m0</div> <div>m7</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y0</div> </div>	
Business occupation (if any) ④	Managing Director	
	<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>	

D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	349, Ringley House	
Street	Royal College Street	
Post town	London	
County/Region	London	
Postcode	<div> <div>N</div> <div>W</div> <div>1</div> <div></div> <div>9</div> <div>Q</div> <div>S</div> <div></div> </div>	
Country	UK	
	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>	

D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div>	
	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>	

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Application to register a company

Director

D1 Director appointments ①		
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5		
Title*	Mr	
Full forename(s)	Aron Dag	
Surname	Schermaul	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	German	
Date of birth	<div> <div>d0</div> <div>d5</div> <div>m0</div> <div>m9</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y6</div> </div>	
Business occupation (if any) ④	Director	
<div> <p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p> </div>		



D2 Director's service address ⑤		
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	349, Ringley House	
Street	Royal College Street	
Post town	London	
County/Region	London	
Postcode	<div> <div>N</div> <div>W</div> <div>1</div> <div>9</div> <div>Q</div> <div>S</div> </div>	
Country		
<div> <p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p> </div>		

D3 Signature ⑥		
I consent to act as director of the proposed company named in Section A1		
Signature	<div> <div>Signature</div> <div>X</div> <div>X</div> </div>	
<div> <p>⑥ Signature The person named above consents to act as director of the proposed company.</p> </div>		

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Application to register a company

Corporate director

E1	Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③			
Registration number			
E4	Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
E5	Signature ⑤		⑤ Signature The person named above consents to act as corporate director of the proposed company
	I consent to act as director of the proposed company named in Section A1		
Signature	Signature  		

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value ❸	

❸ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

❸ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars
1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share		Prescribed particulars of rights attached to shares
Prescribed particulars 1		<p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to **Part 5** (Statement of compliance)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	Mary-Anne
Surname ①	Bowring
Address ②	349, Royal College Street
Postcode	N W 1 9 Q S
Amount guaranteed ③	£ 1 00

Subscriber's details

Forename(s) ①	Aron Dag
Surname ①	Schermaul
Address ②	349, Royal College Street
Postcode	N W 1 9 Q S
Amount guaranteed ③	£ 1 00

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

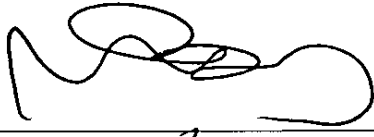
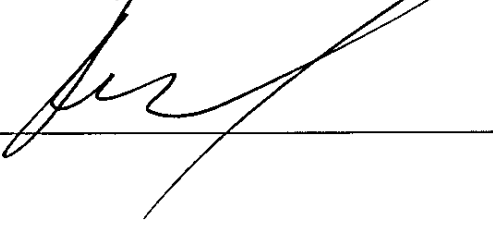
H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X

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Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name **Ringley Limited**Address **349 Royal College Street**Post town **London**County/Region **England**Postcode **N W 1 9 Q S**

Country

DX

Telephone

**Certificate**

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
☐ At the agent's address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales
 The Registrar of Companies, Companies House,
 Crown Way, Cardiff, Wales, CF14 3UZ
 DX 33050 Cardiff

For companies registered in Scotland
 The Registrar of Companies, Companies House,
 Fourth floor, Edinburgh Quay 2,
 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
 DX ED235 Edinburgh 1
 or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
 The Registrar of Companies, Companies House,
 Second Floor, The Linenhall, 32-38 Linenhall Street,
 Belfast, Northern Ireland, BT2 8BG
 DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
 The Registrar of Companies, PO Box 4082,
 Cardiff, CF14 3WE

**Further information**

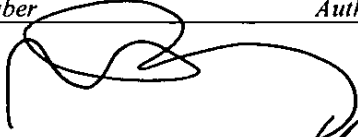

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of Summer Court, Slade Hill Management Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Mary-Anne Bowring	
Aron Dag Schermaul	

Dated

07/03/2011

SCHEDULE 2

Regulation 3

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY
GUARANTEE

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OF

SUMMER COURT, SLADE HILL MANAGEMENT LIMITED

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

“act” means Companies Act 2006

“articles” means the company’s articles of association,

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

“chairman” has the meaning given in article 12,

“chairman of the meeting” has the meaning given in article 25,

“clear days” has the meaning given in section 360 of the Companies Act 2006,

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“Dwelling” means a flat or maisonette, messuage or dwellinghouse comprised in any property for the time being managed by the Company pursuant to Clause 3 of these Articles

“Dwellingholder” means the person or persons to whom the Lease of a Dwelling has been granted or assigned, or who are the owners in fee simple of a Dwelling and so that, whenever two or more persons are for the time being joint Dwellingholders of any one Dwelling, they shall for the purposes of these articles be deemed to constitute one Dwellingholder

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“executed” includes any mode of execution

“landlord” means Weston Homes (Refurbishment) Limited whose registered office is at the Stansted Centre Parsonage Road Takeley Essex CM22 6PU

“member” has the meaning given in section 112 of the Companies Act 2006,

“office” means the registered office of the company

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006,

“participate”, in relation to a directors’ meeting, has the meaning given in article 10,

“proxy notice” has the meaning given in article 34,

“Property” means site known as “Mayesbrook Manor”

“secretary” means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary

“special resolution” has the meaning given in section 283 of the Companies Act 2006,

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006,

“the seal” means the common seal of the company, and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company

Liability of members

2. (1) The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for—

(a) payment of the company’s debts and liabilities contracted before he ceases to be a Member,

(b) payment of the costs, charges and expenses of winding up, and

(c) adjustment of the rights of the contributories among themselves

(2)

(A) The members shall set aside such sums as a reserve or sinking fund as the directors consider desirable to meet the future cost to be incurred by the Company in replacing, maintaining and renewing those items that the Company has covenanted to replace, maintain or renew under the terms of the members’ holdings of Dwellings

(B) Any reserve or sinking fund shall be established and maintained on normal commercial principles and in accordance with the principles of good estate management and held on a designated trust account by an agent appointed by the directors (who may for the avoidance of doubt be the managing agent) or nominated by a Member at a general meeting requisitioned under

Section 303 of the Act or as placed on the agenda of an annual general meeting under Section 314 of the Act and approved by a vote of over 50% (not counting proxy votes) of Dwellingholders who are members. The requisition under either section must give full details of the agents so nominated.

(C) Any reserve or sinking fund shall be held by the Company to apply it and only interest accruing upon it for the purposes for which it was collected and subject thereto upon trust for a period equal to the perpetuity period applicable for the persons who at the expiry of the perpetuity period are contributing to it in shall equal to the proportions in which they contribute to it.

(D) Nothing in these Articles shall affect or vary any obligation on a Member to contribute to such reserve or sinking fund under the terms of his holding of a Dwelling, except that any Member who so contributes under the terms of his holding of a Dwelling shall not be liable to contribute in respect of the same amount under these Articles and vice versa.

Objects of Company

3 The objects for which the company is established are

3(1) to acquire the freehold of a property known as Mayesbrook Manor('the Property') and to hold the Property as an investment for the benefit of the lessees of the **flats** comprised in it,

3(2) to manage the Property and to collect the rents and income thereof and supply to the lessees the services undertaken by the lessor under the leases of the **flats** comprised in the Property and generally to discharge the duties of the freeholder of the Property from time to time,

3(3) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the Property and rights of the company

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

4 (1) Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company No alteration of the Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given The powers given by this article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors

(2) Without prejudice to the generality of this article, the Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property, and securities as security for any debt, liability or obligation of the company or of any third party

(3)The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of his powers

Members' reserve power

- 5.—(1) The members may, by Special Resolution, direct the directors to take, or refrain from taking, specified action
(2) No such Special Resolution invalidates anything which the directors have done before the passing of the resolution

Directors may delegate

- 6.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
 (a) to such person or committee,
 (b) by such means (including by power of attorney),
 (c) to such an extent,
 (d) in relation to such matters or territories, and
 (e) on such terms and conditions,
as they think fit
(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions

Committees

- 7.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors
(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 8.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8 of the Companies Model Articles Regulations 2008 (model articles for companies limited by guarantee)
(2) If—
 (a) the company only has one Director, and
 (b) no provision of the Articles requires it to have more than one Director,
the general rule does not apply, and the Director may take decisions without regard to any of the provisions of the Articles relating to directors' decision-making.

Unanimous decisions

- 9.—(1) A decision of the directors is taken in accordance with this article when the company elect more than 1 (one) director and all of them indicate to each other by any means that they share a common view on a matter

- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting or whether the company had just one director

Calling a directors' meeting

- 10.**—(1) Any Director may call a directors' meeting by giving notice of the meeting to the Directors or by authorising the company Secretary (if any) to give such notice
- (2) Notice of any directors' meeting must indicate—
- (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

- 11.**—(1) Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
- (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any Director is or how they communicate with each other
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

Quorum for directors' meetings

- 12.**—(1) At a directors' meeting, unless a quorum is participating or the Company has a sole Director, no proposal is to be voted on, except a proposal to call another meeting
- (2) Where the Company has more than one Director, the quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two. A person who holds office

only as an alternate Director shall, if his appointor is not present, be counted in the quorum

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

- (a) to appoint further directors,
- (b) to manage the property in accordance with the lease(s) and transfer document(s) in relation to the properties that form part of the development
- (c) to call a general meeting so as to enable the members to appoint further directors

Chairing of directors' meetings

13.—(1) The directors may appoint a Director to chair their meetings

(2) The person so appointed for the time being is known as the Chairman

(3) The directors may terminate the Chairman's appointment at any time.

(4) If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

Casting vote

14.—(1) If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a casting vote

(2) But this does not apply if, in accordance with the Articles, the Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes

Conflicts of interest

15.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes

(2) But if paragraph (3) applies, a Director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes

(3) This paragraph applies when—

- (a) the company by Ordinary Resolution disappplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process,
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or
- (c) the director's conflict of interest arises from a permitted cause
- (d) except that a Director may not vote on any matter of dispute between himself and the company relating to his Dwelling except with the approval of a Special Resolution of the company

(4) For the purposes of this article, the following are permitted causes—

- (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors

(5) For the purposes of this article, references to proposed decisions and decision-making

processes include any directors' meeting or part of a directors' meeting

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

Records of decisions to be kept

16. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

Directors' discretion to make further rules

17. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

Methods of appointing directors

18.—(1) Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director—

(a) by Ordinary Resolution, or

(b) by a decision of the directors

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Director

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member

(4) In any case where the absence of any potential directors coming forward from the residents, the subscribers or member, as defined in article 23 (1), can appoint themselves as director to keep the company running

(5) No person shall be appointed or reappointed as a Director at any general meeting unless

(a) he is recommended by three Dwellingholders each being a Dwellingholder in respect of a separate Dwelling and all being separate persons,

(b) he is not at the time of his appointment in any breach of his lease of more than £100 owed to the company for more than 21 days of demand

(c) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting 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 directors together with notice executed by that person of his willingness to be appointed or reappointed

(6) Not less than seven nor more than twenty-eight clear days before the date appointed for holding 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 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

(7) Unless otherwise determined by Ordinary Resolution, the number of directors (other than alternate directors) shall not be subject to any maximum. If and for so long as there is a sole Director, he may exercise all the powers and authorities vested in the directors by these Articles

(8) Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing Director or to any other executive office under the company and may enter into an agreement or arrangement with any Director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such Director for his services as they think fit.

Alternate Directors

19. Any Director (other than an alternate Director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him

(1) An alternate Director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate Director. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom

- (2) An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director, but, if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment
- (3) Any appointment or removal of an alternate Director shall be by notice to the company signed by the Director making or revoking the appointment or in any other manner approved by the directors
- (4) An alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him

Termination of director's appointment

20. A person ceases to be a Director as soon as—

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) he owes any sum in excess of £100 for 21 days or more of demand to the company, or
- (e) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
- (f) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (g) notification is received by the company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms
- (h) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated or
- (i) he ceases to be ordinarily resident (in fact or lawfully) in the UK

Directors' remuneration

- 21.—(1) Directors may undertake any services for the company that the directors decide
- (2) Provided always that the lease(s) and transfer document(s) allow, Directors are entitled to such remuneration as the directors determine—
- (a) for their services to the company as directors, and
 - (b) for any other service which they undertake for the company
- (3) Subject to the articles, a director's remuneration may—
- (a) take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, for any Director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit, to or in respect of that Director

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

Directors' expenses

22. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

23(1) The subscribers to the memorandum of association of the company and such other persons being Dwellingholders as are admitted to membership in accordance with the Articles shall be members of the company

(2) No person shall become a Member of the company unless—

- (a) that person has completed an application for membership in a form approved by the directors and executed by him, and
- (b) the directors have approved the application (such approval shall not be unreasonably withheld or delayed to an application by a tenant of the building, within the definition given in these Articles, to become a Member unless there are arrears of rent and/or service charge)

(3) Where two or more persons jointly are a Dwellingholder they shall together constitute one Member and the person whose name first appears on the register of members shall (unless the persons notify the Secretary in writing at or before a general meeting of the company otherwise) exercise the voting and other powers vested in such Member, save that both or all such persons shall be entitled to speak at a general meeting. Any such notice shall remain in force until another such notice is served

(4) Where a person is a Dwellingholder in relation to more than one Dwelling he shall (where the context so admits) be treated as several members, one in respect of each such Dwelling and shall have that number of votes

(5) The members shall from time to time, and whenever called upon by the company so to do, contribute equally, or in such proportions as the directors may determine, to all expenses and losses which the company shall properly incur on their behalf, and in respect of which they are not otherwise bound to contribute in their capacity as members

(6) The Landlord shall be entitled to be a Member of the company

(7) No person shall be admitted to membership of the company other than the subscribers hereto and the lessees from time to time of the flats comprised in the property holding under leases derived immediately out of the freehold interest of the property

Termination of membership

24.—(1) A Membership shall be transferable to an owner of a new Dwelling or purchaser of a Dwelling Membership and terminates when that person dies or (unless he is a subscriber to the Memorandum of Association) or upon the Member ceasing to be a Dwellingholder.

(2) Membership is not transferable

(3) A person's membership terminates when that person dies or (unless he is a subscriber to the memorandum of association) upon the Member ceasing to be a Dwellingholder

GENERAL MEETINGS

25(1) All general meetings other than annual general meetings shall be called general meetings

(2) The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient directors to call a general meeting any director or any member of the company may call a general meeting

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 26.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- (2) A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

Quorum for general meetings

27. No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Save in the case of a company with a single member three members (or the duly authorised representative of a corporation) present by person or by proxy and entitled to vote upon the business to be transacted, shall be a quorum. For this purpose a proxy shall count as one Member notwithstanding he may hold more than one proxy and notwithstanding he himself may also be a Member

Chairing general meetings

- 28.—(1) If the directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so
- (2) If the directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the directors present, or
 - (b) (if no directors are present), the meeting, must appoint a Director or Member to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting
- (3) The person chairing a meeting in accordance with this article is referred to as “the Chairman of the meeting”.

Attendance and speaking by directors and non-members

- 29.—(1) Directors may attend and speak at general meetings, whether or not they are members
- (2) The Chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting

Adjournment

- 30.**—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it
- (2) The Chairman of the meeting may adjourn a general meeting at which a quorum is present if—
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- (3) The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- (4) When adjourning a general meeting, the Chairman of the meeting must—
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 Clear Days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

Voting: general

31. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote for every Dwelling of which he is a Dwellingholder

Errors and disputes

- 32.**—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final

(3) A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy

Poll votes

33.—(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

(2) A poll may be demanded by—

- (a) the Chairman of the meeting,
- (b) the directors,
- (c) two or more persons having the right to vote on the resolution, or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs

Content of Proxy Notices

34.—(1) Proxies may only validly be appointed by a notice in writing (a “Proxy Notice”) which—

- (a) states the name and address of the Member appointing the proxy,
- (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (d) is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a Proxy Notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

- 35.**—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the company by or on behalf of that person
- (2) An appointment under a Proxy Notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Amendments to resolutions

- 36.**—(1) An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if—
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution
- (2) A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if—
- (a) the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

PART 4

ADMINISTRATIVE ARRANGEMENTS

Secretary

- 37.** Subject to the provisions of the Act, the Secretary shall be appointed by the directors 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.

Minutes

- 38.** The directors shall cause minutes to be made in books kept for the purpose –
- (a) of all appointments of officers made by the directors, and

(b) of all proceedings at meetings of the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

Means of communication to be used

39.—(1) Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company

(2) Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

(3) A Director may agree with the company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

Company seals

40.—(1) Any common seal may only be used by the authority of the directors or of a committee of directors authorised by the directors.

(2) The directors may decide by what means and in what form any common seal is to be used

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a Document, the Document must also be signed by at least one authorised person in the presence of a witness who attests the signature

(4) For the purposes of this article, an authorised person is—

(a) any Director of the company,

(b) the company Secretary (if any), or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

No right to inspect accounts and other records

41. Except as provided by law or authorised by the directors or an Ordinary Resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a Member

Provision for employees on cessation of business

42. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

43.—(1) Subject to paragraph (2), a relevant Director of the company or an associated company may be indemnified out of the company's assets against—

- (a) 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 an associated company,
- (b) any liability incurred by that Director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that Director as an officer of the company or an associated company

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant Director" means any director or former Director of the company or an associated company

Insurance

44.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant Director in respect of any relevant loss

(2) In this article—

- (a) a "relevant Director" means any Director or former Director of the company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

Expenses

45 The directors may establish and maintain capital reserves, management funds and any form of sinking fund by way of service charge in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the company's objects, may require the members to contribute towards such reserves or funds at such time, in such amounts and in such manner as the members shall approve by Ordinary Resolution passed in general meeting and may invest and deal in and with such monies not immediately required in such manner as they shall from time to time determine

Town and Country Planning Act 1990 Section 106

46 The company shall at all time comply with the terms of any agreement that may be in force under Section 106 of the Town and Country Planning Act 1990 from time to time

Managing Agents and Bankers

- 47 The managing agents and bankers for the time being shall be as appointed by the directors or as nominated by a Member at a general meeting requisitioned under Section 303 of the Act or as placed on the agenda of an annual general meeting under Section 314 of the Act and approved by a vote of over 50% (not counting proxy votes) of Dwellingholders who are Members. The requisition under either section must give full details of the agents or bankers so nominated.