



**FILE COPY**

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

Company No. 7761101

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

**CARYS MEADOW 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 **2nd September 2011**



**\*N07761101A\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

1019038 / 40 018982 / 120 / 4P  
**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; if you wish to register this, please use form LL IN1

FRIDAY  
SATURDAY



**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

CARYS MEADOW MANAGEMENT LIMITED

For official use

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**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](http://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](http://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](http://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](http://www.companieshouse.gov.uk)

# IN01

## 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	2
Street	MERIDIAN WAY
Post town	NORWICH
County/Region	NORFOLK
Postcode	N R 7 0 T A

**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	<p>I wish to adopt one of the following model articles in its entirety Please tick only <b>one</b> box</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 2	<p>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 <b>one</b> box</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p>

**③** For details of which company type can adopt which model articles, please go to our website [www.companieshouse.gov.uk](http://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](http://www.companieshouse.gov.uk)

IN01

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 ③**

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

**③ 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 ④**

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

Signature	Signature  
-----------	--

**④ Signature**

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

IN01

Application to register a company

**Corporate secretary****C1 Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**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

**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**

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

**② EEA**A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4 Non-EEA companies**

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

**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

**C5 Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature

X

X

**⑤ Signature**

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

IN01

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)	JEREMY
Surname	FULLER
Former name(s) ②	----- -----
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d 1 d 0 m 0 m 7 y 1 y 9 y 7 y 3
Business occupation (if any) ④	CHARTERED SURVEYOR

**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.

**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.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in section D4.

**④ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**

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

**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	2
Street	MERIDIAN WAY
Post town	NORWICH
County/Region	NORFOLK
Postcode	N R 7 0 T A
Country	UNITED KINGDOM

**⑤ Service address**

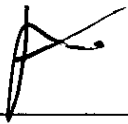
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

**D3****Signature ⑥**

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

Signature	Signature X  X
-----------	--

**⑥ Signature**

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

IN01

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)	EDWARD
Surname	KING
Former name(s) ②	----- -----
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d <sup>0</sup> d <sup>6</sup> m <sup>0</sup> m <sup>1</sup> y <sup>1</sup> y <sup>9</sup> y <sup>7</sup> y <sup>6</sup>
Business occupation (if any) ④	CHARTERED SURVEYOR

## 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.

## 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.

## ③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

## ④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

## Additional appointments

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

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	2
Street	MERIDIAN WAY
Post town	NORWICH
County/Region	NORFOLK
Postcode	N R 7 0 T A
Country	UNITED KINGDOM

## ⑤ 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 directors as the company's registered office.

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

D3

## Signature ⑥

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

Signature	Signature X  X
-----------	--



## ⑥ Signature

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

IN01

Application to register a company

**Corporate director**

<b>E1</b>	<b>Corporate director appointments ①</b>	
	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		
	<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> 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	
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → <b>Yes</b> Complete <b>Section E3</b> only → <b>No</b> Complete <b>Section E4</b> only	
<b>E3</b>	<b>EEA companies ②</b>	
	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		
	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
<b>E4</b>	<b>Non-EEA companies</b>	
	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		
	<b>④ Non-EEA</b> 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	
<b>E5</b>	<b>Signature ⑤</b>	
	I consent to act as director of the proposed company named in <b>Section A1</b> .	
Signature	Signature  	
	<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company	



IN01

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
<b>Totals</b>				£

**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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

**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 ④

④ **Total aggregate nominal value**  
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

**Continuation Pages**

Please use a Statement of Capital continuation page if necessary

IN01

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

# IN01

## Application to register a company

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 a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

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						

IN01

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) <b>1</b>	Meadow Dawn Limited
Surname <b>1</b>	
Address <b>2</b>	Milbourn House, St Georges Street
	DOUGLAS ISLE OF MAN
Postcode	I M 1 1 A J
Amount guaranteed <b>3</b>	£1 00

**Subscriber's details**

Forename(s) <b>1</b>	
Surname <b>1</b>	
Address <b>2</b>	
Postcode	
Amount guaranteed <b>3</b>	

**Subscriber's details**

Forename(s) <b>1</b>	
Surname <b>1</b>	
Address <b>2</b>	
Postcode	
Amount guaranteed <b>3</b>	

# IN01

## Application to register a company

### Subscriber's details

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

### Subscriber's details

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

### Subscriber's details

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

### Subscriber's details

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

### Subscriber's details

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

#### 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

intentionally blank.

IN01

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

Subscriber's signature

Signature

X

*Katherine Cook*

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

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



intentionally blank.

IN01

Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> 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	

<b>H2</b>	<b>Statement of compliance delivered by an agent</b>	
	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		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

IN01

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 WSW

Company name Cozens-Hardy LLP

Address

Post town

County/Region

Postcode

N R 1 3 D P

Country

DX 5214 NORWICH

Telephone 01603 625231

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)  
☐ At the agents 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 is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of CARYS MEADOW 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.

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
MEADOW DAWN LIMITED (as a general partner in Ingram Property Trading Limited Partnership)	

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Dated 27<sup>th</sup> July 2011

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING**  
**A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**CARYS MEADOW MANAGEMENT LIMITED**

**GENERAL**

1. In these Articles of Association the words in the first column of the Table below shall bear the meaning set opposite to them in the second column, if not inconsistent with the subject or context :-

**WORDS**

**MEANINGS**

'the Act'

The Companies Act 2006

'the Association'

The above-named Company

**'the Council'**                      The council of management for the time being of the Association

**'the Office'**                      The registered office of the Association

**'the United Kingdom'** Great Britain and Northern Ireland

**'Month'**                          Calendar month

**'in writing'**                      Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form

**'Dwelling'**                      A dwelling in the form of a freehold property being part of the Development

**'the Development'**      The development site at Cremorne Lane Norfolk currently comprised in title number NK359117

**'Owner'**                          A person in whom is vested a freehold interest in a Dwelling on the Development

**"Common Parts"**              means the common parts of the Development including (but without limitation) the estate road, bin stores, flood alleviation area, areas of public open space, pedestrian access routes, ducts, shafts, tanks, pipes, wires, cables, sewers, water

courses, gutters, gullies, conduits, data and other communication and transmission systems

And words importing the singular number only shall include the plural number and vice versa

Words importing the masculine gender only shall include the feminine and no gender; and Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context bear the same meanings in these presents

2. The name of the Company is **CARYS MEADOW MANAGEMENT LIMITED**
3. The registered office will be situate in England
4. The purposes for which the Company is established are -
  - (a) To acquire the Common Parts and to hold the same for the use and benefit of the owners of the Dwellings
  - (b) To manage and to collect the income of such estate road and other common parts and to apply the same in the matters recited in Articles 4(c) and 4(d)

- (c) To keep in repair renew and maintain and procure the repair renewal and maintenance of the Common Parts including the cleaning and lighting of the estate road
- (d) Maintaining of policies of insurance against all third party claims normally included under property owners liability policies the payment of rates outgoings and other charges and assessments which may become payable in respect of the Common Parts (or any of them)
- (e) To make rules and regulations for the observance of members of the company for the use and control of the Common Parts
- (f) To borrow and raise money for the purpose of the Company on such terms and on such security as may be thought fit
- (g) To do all such other things as are incidental or conducive to the attainment of the above purposes or are calculated to enhance the value and beneficial advantage of the Common Parts and the Dwellings

5. The liability of the members is limited

6. Each member of the Company undertakes to contribute to the assets of the company in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1 (one pound)

7. No person shall be admitted to membership of the company other than the subscriber hereto and a person who is an Owner



8. The number of members of the Association for the time being shall not exceed 60

### **MEMBERSHIP**

9. The subscriber to the Memorandum of Association and all Owners who apply in writing for membership shall be members of the Association. Where two or more persons are the Owners of one Dwelling they shall together constitute one member and the person whose name first appears on the register of members shall exercise the voting and other powers vested in such member

10. (a) Until such time as the subscriber to the Memorandum of Association shall cease to be a member of the Association the members (except the subscriber) shall not be entitled to receive notice of any General Meeting of the Association nor shall they be entitled to attend or vote at any such meeting

- (b) The subscriber to the Memorandum of Association shall cease to be a member of the Association either

- upon resignation or
- automatically 24 Months after the completion of the Development (completion of the Development having occurred when the whole of the Development (except any part comprised within the Common Parts)) has been disposed off by the subscriber

- (c) Without prejudice to the preceding sub-clause a member (except the subscriber) shall cease to be such on ceasing to be an Owner and on the registration as a member of his successor in title

(d) Subject as aforesaid no member shall cease to be a member of the Association

11. The Trustee in bankruptcy of any bankrupt member or personal representative of any deceased member shall be entitled to become a member if, at the time of his application for membership, such bankrupt member or deceased member was an Owner

#### **GENERAL MEETINGS**

12. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
14. The Council may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 303 of the Act

15. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons as are under these presents or under the Act entitled to receive such notices from the Association, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit
16. The accidental omission to give notice of a meeting to, or the non- receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

#### **PROCEEDINGS AT GENERAL MEETINGS**

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business Save as herein otherwise

provided 5 members present in person shall be a quorum except that until the subscriber ceases to be a member one member present shall be a quorum

19. If within half an hour from the time appointed for the holding of a meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum
20. The Chairman (if any) of the Council shall preside as Chairman of every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside
21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place but no business shall be transacted at any adjourned meeting other than business that might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by any member present in person or by proxy, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn
23. Subject to the provisions of Article 24, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
24. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote
26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded

#### **VOTES OF MEMBERS**

27. Subject as herein provided, every member shall have one vote
28. Save as herein expressly provided no member other than a member duly registered, who shall have paid every sum (if any) which shall be due and payable to the Association in respect of his membership or in respect of his obligations to the Association as an Owner, shall be entitled to vote on any question either personally or by proxy or as a proxy for another member at any General Meeting
29. Votes may be given on a poll either personally or by proxy Save as hereinafter provided on a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands A corporation may vote by its duly authorised representative appointed as provided by Section 323 of the Act A proxy need not be a member A proxy who is also a mortgagee or chargee of a member's freehold interest in an Dwelling comprised in the Development or a representative of such mortgagee or chargee shall be a Special Proxy and shall have the right to speak at meetings of the Association and to vote upon a show of hands personally or by proxy The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
30. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notanally certified or office copy thereof shall be

deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

### **COUNCIL**

33. The number of the members of the Council shall be determined by the Association in General Meeting subject to a minimum of three save that whilst the subscriber is a member the minimum shall be one
34. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election
35. Except for a member of the Council appointed upon incorporation or whilst the subscriber remains a member of the Association no person who is not a member

of the Association shall be eligible to hold office as a member of the Council

### **POWERS OF THE COUNCIL**

36. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made
37. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose

### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

38. The office of a member of the Council shall be vacated :-
- (a) If a receiving order is made against him or he makes any arrangement or



composition with his creditors

- (b) If he becomes of unsound mind
- (c) (Subject to Article 35) If he ceases to be a member of the Association
- (d) If by notice in writing to the Association he resigns his office
- (e) If any order is made disqualifying him from being a director of a company
- (f) If he is removed from office by a resolution duly passed by a majority of the members entitled to vote

39. Without prejudice to the provisions of Article 33 hereof the Association may from time to time in General Meeting increase or reduce the number of members of the Council, and may make the appointments necessary for effecting any such increase

40. In addition and without prejudice to the provisions of Section 168 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by any Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

#### **PROCEEDINGS OF THE COUNCIL**

41. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business Two shall be a quorum except that until the subscriber ceases to be a member the quorum shall be one Questions arising at any meeting shall be decided by a majority of votes In case of an equality of votes the Chairman shall have a second or casting vote

42. A member of the Council may, at any time, summon a meeting of the Council by notice served upon the several members of the Council
43. The Chairman for the time being of the Association shall be the Chairman of the Council and shall be entitled to preside at all meetings of the Council at which he shall be present, but if no such Chairman be elected, or if at any meeting the Chairman shall not be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting
44. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally
45. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council
46. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as

aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council

47. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

48. A resolution in writing signed by all members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

### **ACCOUNTS**

49. The Council shall cause proper books of account to be kept with respect to -
- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place,
  - (b) all sales and purchases of goods by the Association; and
  - (c) the assets and liabilities of the Association

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions

50. The books of account shall be kept at the office, or, subject to Section 358 of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council
51. The books of account shall be open to the inspection of any members of the Association on reasonable notice
52. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Sections 434 to 436 of the Act, be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the meeting as required by Sections 437 to 439 of the Act

### **NOTICES**

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

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

**NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER**

Meadow Dawn Limited  
(incorporated in Isle of Man reg no 118335C)  
As a general partner of Ingram Property Trading LP  
Milbourn House  
St Georges Street  
Douglas  
Isle of Man IM1 1AJ

..... *Katherine Aush* .....

DATED this <sup>th</sup>27 July 2011

WITNESS to the above signature :-

SIGNED as a deed by the said )  
in the presence of- )

..... *SAT Fisher* .....

Witness Signature *SAT Fisher*  
Witness Name *Susan Ann Fisher*  
Witness Address *4 Premier Road, Ramsey*  
*Isle of Man*  
Witness Occupation *Administrator*