

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8279253

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

BOULTERS MEADOW RESIDENTS MANAGEMENT COMPANY LIMITED

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

Given at Companies House, Cardiff, on 2nd November 2012



N08279253N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 02/11/2012



X1KU30W3

Company Name in full: **BOULTERS MEADOW RESIDENTS MANAGEMENT COMPANY LIMITED**

Company Type: **Private limited by shares**

Situation of Registered Office: **England and Wales**

Proposed Register Office Address: **SORBON AYLESBURY END
BEACONSFIELD
UNITED KINGDOM
HP9 1LW**

I wish to adopt entirely bespoke articles

Company Director **1**

Type: **Person**

Full forename(s): **MR GRAHAM ERNEST**

Surname: **LLOYD**

Former names:

Service Address: **SORBON AYLESBURY END
BEACONSFIELD
UNITED KINGDOM
HP9 1LW**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **09/07/1947**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y**

Date authorised: **02/11/2012**

Authenticated: **YES**

Company Director 2

Type: **Person**

Full forename(s): **MR DONALD ANTHONY**

Surname: **TUCKER**

Former names:

Service Address: **SORBON AYLESBURY END
BEACONSFIELD
UNITED KINGDOM
HP9 1LW**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **09/12/1954**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y**

Date authorised: **02/11/2012**

Authenticated: **YES**

Statement of Capital (Share Capital)

Class of shares	FOUNDER	<i>Number allotted</i>	5
		<i>Aggregate nominal value</i>	1
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.2
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING RIGHTSTHE HOLDERS OF THE ORDINARY SHARES ARE NOT ENTITLED TO VOTE AT A GENERAL MEETING OR ON A RESOLUTION UNTIL THE ULTIMATE DATE.THE HOLDERS OF THE FOUNDER SHARES ARE NOT ENTITLED TO VOTE AT A GENERAL MEETING OR ON A RESOLUTION UNTIL AFTER THE ULTIMATE DATE.DIVIDEND RIGHTSTHE HOLDERS OF THE ORDINARY SHARES ARE NOT ENTITLED TO DIVIDENDS.THE HOLDERS OF THE FOUNDER SHARES ARE NOT ENTITLED TO DIVIDENDS.DISTRIBUTION RIGHTS ON A WINDING UP.THE FOUNDER SHARES RANK FIRST FOR ANY DISTRIBUTION MADE ON A WINDING UP.THE ORDINARY SHARES RANK AFTER THE FOUNDER SHARES FOR ANY DISTRIBUTION MADE ON A WINDING UP.REDEEMABLE SHARESTHE ORDINARY SHARES ARE NOT REDEEMABLE. THE FOUNDER SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	5
		<i>Total aggregate nominal value</i>	1

Initial Shareholdings

Name: GRAHAM ERNEST LLOYD

Address: SORBON AYLESBURY END
BEACONSFIELD
UNITED KINGDOM
HP9 1LW

Class of share: FOUNDER

Number of shares: 3

Currency: GBP

*Nominal value of
each share:* 0.2

Amount unpaid: 0

Amount paid: 0.2

Name: DONALD ANTHONY TUCKER

Address: SORBON AYLESBURY END
BEACONSFIELD
UNITED KINGDOM
HP9 1LW

Class of share: FOUNDER

Number of shares: 2

Currency: GBP

*Nominal value of
each share:* 0.2

Amount unpaid: 0

Amount paid: 0.2

Statement of Compliance

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

Name: GRAHAM ERNEST LLOYD

Authenticated: YES

Name: DONALD ANTHONY

Authenticated: TUCKER
YES

Authorisation

Authoriser Designation: subscriber

Authenticated: Yes

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

BOULTERS MEADOW RESIDENTS MANAGEMENT COMPANY 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 and to take at least one share.

Name of each subscriber	Authentication by each subscriber
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Mr Graham Ernest Lloyd	Mr Graham Ernest Lloyd
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Mr Donald Anthony Tucker	Mr Donald Anthony Tucker
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Dated 2/11/2012

Company Number:

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

BOULTERS MEADOW RESIDENTS MANAGEMENT COMPANY LIMITED

Incorporated on

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

BOULTERS MEADOW RESIDENTS MANAGEMENT COMPANY LIMITED

1. PRELIMINARY

- 1.1 The model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").
- 1.2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 Model Articles 3, 9(2), 14, 17(1), 18(d) and (e), 19, 22, 26(2), 26(5), 28(3), 30 to 36 (inclusive) and 44(4) do not apply to the Company.
- 1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

2. DEFINED TERMS

- 2.1 Model Article 1 shall be varied by the inclusion of the following definitions:-

"Developer" means Shanly Homes Limited or the freeholder for the time being of so much of the Estate as remains unsold to purchasers of freehold individual houses or leasehold flats thereon;

"Estate" means the [residential] estate at Boulders Meadow, Blackamoor Lane, Maidenhead, Berkshire SL6 8RH developed or now in the course of development by the Developer and includes all the land comprised in the Estate whether or not individual houses or flats constructed thereon have been or will be disposed of by way of freehold or leasehold sale;

"house" means a house on the Estate;

"flat" means a flat on the Estate;

"Owner" means the freehold owner for the time being of a house or the leasehold owner for the time being of a flat under a lease granted by the Developer or a mortgagee of the Developer;

"secretary" means the secretary of the Company, if any, appointed in accordance with Article 8.1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"transferor" has the meaning given in Article 10.2;

"ultimate date" means the first anniversary of the earliest date on which no house remains in the freehold ownership of the Developer and no flat remains undemised by the Developer; and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

3. OBJECTS

3.1 The Company's objects are:-

- (a) to hold, manage and maintain the Estate and for that purpose to be a party to transfers and leases by the Developer of individual houses or flats on the Estate;
- (b) To exercise the functions of a residents association and management company formed to safeguard and promote the common interests of the residents and to manage the Estate;
- (c) to acquire and deal with and take options over any property, real or personal, and any rights or privileges of any kind over or in respect of any property, and to improve, develop, sell, lease, accept, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- (d) to collect all rents, charges and other income and to pay any rates, taxes, charges, duties, levies, assessments or other outgoings of whatsoever nature charged, assessed, or imposed on or in respect of the Estate or any part of it;
- (e) to provide services of every description in relation to the Estate and any other property owned or managed by the Company and to maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to buildings or erections thereon and to arrange for the supply of services and amenities, the laying out, maintenance and use of roads, paths, drives, forecourts and amenity areas and the maintenance of the same and the cultivation, maintenance, landscaping and planting of any land, gardens and grounds comprised in the Managed Property; to construct, acquire and use installations, equipment and communal services of all kinds and to enter into contracts with builders, tenants, contractors and others and to employ appropriate staff and managing or other agents accordingly;
- (f) to insure the Estate or any other property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against; and
- (g) to establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs, and other expenses incurred in the implementation of the Company's objects and to require the members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest and deal in and with such moneys not immediately required in such manner as may from time to time be determined.

4. DIRECTORS' GENERAL AUTHORITY

- 4.1 The directors of the Company have control over the affairs and property of the Company and are responsible for management of the Company's business. The directors have authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 3.1.

5. PROCEEDINGS OF DIRECTORS

- 5.1 Subject to Article 5.2, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.
- 5.2 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.
- 5.3 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:-
- (a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
 - (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

6. UNANIMOUS DECISIONS

- 6.1 Model Article 8(2) shall be amended by the deletion of the words "copies of which have been signed by each eligible director" and the substitution of the following "where each eligible director has signed one or more copies of it" in its place. Model Article 8(2) shall be read accordingly.

7. APPOINTMENT AND TERMINATION OF APPOINTMENT OF DIRECTORS

- 7.1 Until the Company shall by resolution otherwise determine, the number of directors shall not be less than 2 nor more than 12.
- 7.2 No person (unless appointed by the holders for the time being of the founder shares or co-opted by the directors before the ultimate date) shall be eligible to be a director, unless he holds at least one ordinary share and is appointed after the ultimate date.
- 7.3 Until the date of the first general meeting held after the ultimate date the holders for the time being of the founder shares may, by notice in writing signed by each

of them, remove any director from office and may by a like notice appoint any person to be a director. Such notice shall take effect on its receipt at the Company's registered office or such other address as may be specified by the Company for this purpose. A copy of every such appointment or removal shall be annexed to the directors' minute book as soon as practicable after receipt by the Company.

7.4 In addition to the events terminating a director's appointment set out in Model Articles 18(a) to (c) inclusive and (f), a person ceases to be a director as soon as:-

- (a) that person is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have;
- (b) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office; or
- (c) he ceases to be the registered holder of an ordinary share.

8. SECRETARY

8.1 The directors may appoint a secretary to the Company for such period and upon such conditions as they think fit; and any secretary so appointed by the directors may be removed by them.

9. ISSUE OF SHARES AND SHARE CLASS RIGHTS

9.1 The Company's share capital that the directors are authorised to issue in accordance with the provisions of Article 9.3 below is £40201 divided into

5 Founder shares of £0.20 each

402 Ordinary shares of £100 each

The said ordinary shares and founder shares rank *pari passu* save as set out herein.

9.2 In accordance with section 567 of the Companies Act 2006, sections 561 and 562 of the said Act are excluded.

9.3 The directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital stated in Article 9.1 above at any time or times during the period of 5 years from the date of adoption of these Articles and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company

within that period. The authority hereby given may at any time (subject to the said section 551) be renewed, revoked or varied by ordinary resolution.

- 9.4 The subscribers to the Memorandum of Association of the Company must be registered as members of the Company in respect of the shares for which they have subscribed.
- 9.5 No person except an Owner shall be registered as the holder of an ordinary share and no Owner shall be registered as the holder of more than one ordinary share for each house or commercial unit or flat of which he is the Owner.
- 9.6 (a) Until the ultimate date:
- (i) the holders of the ordinary shares shall not be entitled by reason of their holding such shares to receive notice of, attend or vote at any general meeting of the Company;
 - (ii) on a vote on a written resolution the ordinary shares shall not entitle the holders to any votes.
- (b) After the ultimate date:
- (i) a holder of a founder share shall not by virtue of such holding be entitled to receive notice of or attend or vote at any general meeting;
 - (ii) on a vote on a written resolution the founder shares shall not entitle the holders to any votes.
- 9.7 On a winding up or other repayment of capital, the assets of the Company (including capital uncalled at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the Company and the costs of winding up shall be applied in repayment of the capital paid up or credited as paid up on the ordinary and founder shares (including any premium) and the residue (if any) shall be divided amongst the holders of the ordinary shares in proportion to the nominal amount paid up or credited as paid up on such shares.

10. TRANSFER OF SHARES

10.1 The directors shall be bound to register:-

- (a) a transfer of a founder share to the Developer or person authorised to hold on behalf of the Developer by a subscriber to the Memorandum of Association or by a former Developer;
- (b) a transfer of a share by an Owner to a transferee of the freehold estate in his house or the leasehold estate in his flat;
- (c) as a member (i) the first Owner of a flat and (ii) any person who has by reason of the death, bankruptcy or insolvency of a member become entitled to the member's share and has had vested in him the member's freehold interest in his house or the leasehold interest in his flat;
- (d) a transfer by a mortgagee of a share to a purchaser from such mortgagee under his power of sale of the house or flat in respect of which such share was charged to the mortgagee.

10.2 If any member of the Company who is an Owner or a mortgagee in possession (a "transferor") parts with all interest in any house or flat held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his

death, his legal personal representative or representatives, or in the event of his bankruptcy, his trustee in bankruptcy is required to transfer the ordinary share held by the transferor in respect of that house or flat to the person or persons who become the Owner of it.

- 10.3 If a member fails to transfer his share to a transferee of the freehold interest of the house or leasehold interest of the flat of which he is the Owner within one month of the date of the relative transfer of the house or flat the directors shall be entitled, by resolution, to appoint some person to be the attorney of such member to execute a transfer of such share to such transferee for its nominal value and the Company shall, upon receiving the purchase price from the transferee, register such transfer and thereupon the transferee shall become a member in place of the previous holder of such share.
- 10.4 Save as is provided in Articles 10.1 to 10.3 inclusive above, no Owner or mortgagee in possession may transfer any shares in the Company.
- 10.5 The directors must refuse to register any transfer of shares made in contravention of any or all of the provisions of this Article 10.

11. WRITTEN RESOLUTIONS OF MEMBERS

- 11.1 (a) Subject to Article 11.1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.
- (b) The following may not be passed as a written resolution and may only be passed at a general meeting:-
- (i) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and
 - (ii) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.
- 11.2 Except as otherwise provided by these Articles or the rights attached to the shares
- (a) Subject to Article 11.2(b), on a written resolution, a member has one vote in respect of each share held by him.
- (b) No member may vote on a written resolution unless all moneys currently due and payable by (i) that member to the Company or (ii) any Owner from whom that member acquired his shares have been paid.

12. NOTICE OF GENERAL MEETINGS

- 12.1 (a) Every notice convening a general meeting of the Company must comply with the provisions of:-
- (i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
 - (ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.

- (b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company.

13. QUORUM AT GENERAL MEETINGS

13.1 Except as otherwise provided by these Articles or the rights attached to the shares:

- (a) If and for so long as the Company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by one or more proxies or, in the event that the member is a corporation, by one or more corporate representatives, is a quorum.
- (b) If and for so long as the Company has two or more members, two members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by one or more proxies or, in the event that any member present is a corporation, by one or more corporate representatives, are a quorum.
- (c) Model Article 41(1) is modified by the addition of a second sentence as follows:-

"If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved."

14. VOTING AT GENERAL MEETINGS

14.1 Except as otherwise provided by these Articles or the rights attached to the shares:

- (a) Subject to Articles 14.2 and 14.3 below, on a vote on a resolution at a general meeting on a show of hands:-
 - (i) each member who, being an individual, is present in person has one vote;
 - (ii) if a member (whether such member is an individual or a corporation) appoints one or more proxies to attend the meeting, all proxies so appointed and in attendance at the meeting have, collectively, one vote; and
 - (iii) if a corporate member appoints one or more persons to represent it at the meeting, each person so appointed and in attendance at the meeting has, subject to section 323(4) of the Companies Act 2006, one vote.
- (b) Subject to Articles 14.2 and 14.3 below, on a resolution at a general meeting on a poll, every member (whether present in person, by proxy or authorised representative) has one vote in respect of each share held by him.

14.2 No member may vote at any general meeting or any separate meeting of the holders of any class of shares in the Company, either in person, by proxy or, in the event that the member is a corporation, by corporate representative in respect of shares held by that member unless all moneys currently due and payable by that member to the Company have been paid.

- 14.3 (a) Model Article 44(2) is amended by the deletion of the word "or" in Model Article 44(2)(c), the deletion of the "." after the word "resolution" in Model Article 44(2)(d) and its replacement with "; or" and the insertion of a new Model Article 44(2)(e) in the following terms:-

"by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right".

- (b) A demand for a poll made by a person as proxy for a member is the same as a demand made by the member.

- 14.4 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.

15. DELIVERY OF PROXY NOTICES

- 15.1 Model Article 45(1) is modified, such that a "proxy notice" (as defined in Model Article 45(1)) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote; and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

16. COMMUNICATIONS

- 16.1 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

- 16.2 (a) A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.

- (b) If any share is registered in the name of joint holders, the Company may send notices and all other documents to the joint holder whose name stands first in the register of members in respect of the joint holding and the Company is not required to serve notices or other documents on any of the other joint holders.

- 16.3 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.

- (b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.

- (c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared

on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.

- (d) For the purposes of this Article 16.3, no account shall be taken of any part of a day that is not a working day.

17. COMPANY SEALS

- 17.1 Model Article 49(1) is modified, such that any common seal of the Company may be used by the authority of the directors or any committee of directors.
- 17.2 Model Article 49(3) is modified by the deletion of all words which follow the "," after the word "document" and their replacement with "the document must also be signed by:-
 - (a) one authorised person in the presence of a witness who attests the signature; or
 - (b) two authorised persons."

18. TRANSMISSION OF SHARES

- 18.1 All the Articles relating to the transfer of shares apply to:-
 - (a) any notice in writing given to the Company by a transmittee in accordance with Model Article 28(1); and
 - (b) any instrument of transfer executed by a transmittee in accordance with Model Article 28(2),

as if such notice or instrument were an instrument of transfer executed by the person from whom the transmittee derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

19. RULES

- 19.1 (a) The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating:-
 - (i) the conduct of members of the Company in relation to one another, and to the Company's officers and employees;
 - (ii) the setting aside of the whole or any part or parts of any property managed or administered by the Company at any particular time or times or for any particular purpose or purposes;
 - (iii) the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles); and
 - (iv) any and all other matters as are commonly the subject matter of company rules.
- (b) The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article.

- (c) Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force.
- (d) The Company in general meeting may alter or repeal any rules made by the directors in accordance with this Article.

19.2 Nothing in this Article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.