FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8561520

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

14 & 16 AVARN ROAD (TOOTING) RTM COMPANY 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 **7th June 2013**

N08561520E

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

100013/40 ~~100013/40~~

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

Companies House

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 forr**
You cannot use
a limited liabili
this, please use

please
gov uk

TUESDAY

A29SUYO9
A28 04/06/2013 #74
COMPANIES HOUSE
A290TD83
A32 24/05/2013 #191
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCHeck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full ❶: 14 & 16 Avarn Road (Tooting) RTM Company Limited

For official use: 8561520

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

All fields are mandatory unless specified or indicated by *

❶ **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 on this is available in our guidance booklet GP1 at www companieshouse gov uk

A2 Company name restrictions ❷

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

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www companieshouse gov uk

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

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

❸ **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 ❹

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

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

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A5 Situation of registered office ❶

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

- [x] England and Wales
- [ ] Wales
- [ ] Scotland
- [ ] Northern Ireland

❶ **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 ❷

Please give the registered office address of your company.

Building name/number	C/o BlocMan Ltd, The Pantiles Chambers, 85
Street	High Street
Post town	Tunbridge Wells
County/Region	Kent
Postcode	T N 1 1 X P

❷ **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 ❸

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

- [x] I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

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

A8 Restricted company articles ❹

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

- [ ]

❹ **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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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 ❶

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) ❷

❶ 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.

❷ 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 ❸

Building name/number

Street

Post town

County/Region

Postcode

Country

❸ 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 ❹

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

Signature

Signature
X X

❹ 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 ❶

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

Name of corporate body/firm	BlocMan Ltd
Building name/number	The Pantiles Chambers, 85
Street	High Street
Post town	Tunbridge Wells
County/Region	Kent
Postcode	T N 1 1 X P
Country	England, U K

❶ **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** YES
→ **No** Complete **Section C4 only**

C3 EEA companies ❷

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 ❸	U K
Registration number	07607431

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ 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 ❹	
Registration number	

❹ **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 ❺

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

Signature

X C Holly wood X
Director for and on behalf of Blocman Ltd.

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

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Application to register a company

Director

D1 Director appointments

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)	TOM
Surname	ACMAN
Former name(s)	N/A
Country/State of residence	UNITED KINGDOM
Nationality	BRITISH
Date of birth	09 05 1976
Business occupation (if any)	CREATIVE DIRECTOR

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.

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.

Country/State of residence
This is in respect of your usual residential address as stated in section D4

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

Please complete the service address below You must also fill in the director's usual residential address in **Section D4.**

Building name/number	16
Street	AVARN ROAD
Post town	TOOTING
County/Region	LONDON
Postcode	SW17 9HA
Country	

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

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

Signature

Signature
X X

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

IN01
Application to register a company

Director

D1 Director appointments

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)	Kathleen Mary
Surname	Grafton
Former name(s)	
Country/State of residence	U.K
Nationality	IRISH
Date of birth	20 05 1943
Business occupation (if any)	Retired

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.

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.

Country/State of residence
This is in respect of your usual residential address as stated in Section D4

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

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	14
Street	Avarn Rd.
	Tooting
Post town	London.
County/Region	
Postcode	SW17 9HA
Country	

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

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

Signature	Signature X K Grafton. X

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

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Application to register a company

Corporate director

E1 Corporate director appointments ❶

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

Country

❶ **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

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 ❷

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 ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov.uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 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 ❹

If applicable, the registration number

❹ **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.

E5 Signature ❺

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

Signature

Signature
X X

❺ **Signature**
The person named above consents to act as corporate director of the proposed company.

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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 ❹

❹ **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 Total number of issued shares in this class.

❸ Number of shares issued multiplied by nominal value of each share.

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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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 ❶	

❶ 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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Class of share	
Prescribed particulars ❶	

❶ 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

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15 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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Part 4 Statement of guarantee

Is your company limited by guarantee?
→ **Yes** Complete the sections below YES
→ **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

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

Subscriber's details

Forename(s) ❶	TOM
Surname ❶	ACTMAN
Address ❷	16 AVARN ROAD, TOOTING, LONDON
Postcode	SW17 9HA
Amount guaranteed ❸	£1.00

Subscriber's details

Forename(s) ❶	KATHLEEN MARY
Surname ❶	GRALTON
Address ❷	14 AVARN ROAD, TOOTING, LONDON
Postcode	SW17 9HA
Amount guaranteed ❸	£100

Subscriber's details

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

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Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	£1 00

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	£1 00

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	£1 00

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	£1 00

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	£1 00

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

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

→ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers ❶

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 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

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

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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	BlocMan Ltd
Building name/number	The Pantiles Chambers, 85
Street	High Street
Post town	Tunbridge Wells
County/Region	Kent
Postcode	T N 1 1 1 X P
Country	U K
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X C Hollywood X Director for and on behalf of Blocman Ltd

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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 BlocMan Ltd

Address The Pantiles Chambers

85 High Street

Post town Tunbridge Wells

County/Region Kent

Postcode T N 1 1 X P

Country U K

DX

Telephone 01892 526634

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

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

SCHEDULE

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of

14 & 16 AVARN ROAD (TOOTING) RTM 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

Name of each subscriber	Authentication by each subscriber
TOM ACTMAN	
~~KATHLEEN~~ ~~KIT~~ GRALTON	K Gralton

Dated 18/5/2013.

THE COMPANIES ACT 2006 ARTICLES OF ASSOCIATION OF

14 & 16 AVARN ROAD (TOOTING) RTM COMPANY LIMITED

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

PART 1

INTERPRETATION, NAMES AND OBJECTS OF RTM COMPANY AND LIMITATION OF LIABILITY

Defined terms

1 —(1) In the articles, unless the context requires otherwise— "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 17,

"chairman of the meeting" has the meaning given in article 30,

"Companies Acts" means the Companies Acts as defined in section 2 of the Companies Act 2006(a), 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,

"electronic form" has the meaning given in section 1168 of the Companies Act 2006 ("the 2006 Act");

"immediate landlord" in relation to a unit in the Premises, means the person who—

(a) if the unit is subject to a lease, is the landlord under the lease, or

(b) if the unit is subject to two or more leases, is the landlord under whichever of the leases is inferior to the others,

"member" has the meaning given in section 112 of the 2006 Act,

"ordinary resolution" has the meaning given in section 282 of the 2006 Act,

"participate", in relation to a directors' meeting, has the meaning given in article 15,

"the Premises" means 14 and 16 Avarn Road, Tooting, London SW17 9HA with appurtenant property,

"proxy notice" has the meaning given in article 36,

"residential unit" means a flat or any other separate set of premises which is constructed or adapted for use for the purposes of a dwelling,

"RTM company" (Right to Manage Company) has the meaning given in section 73 of the Commonhold and Leasehold Reform Act 2002,

"special resolution" has the meaning given in section 283 of the 2006 Act,

"subsidiary" has the meaning given in section 1159 of the 2006 Act,

"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, and

"2002 Act" means the Commonhold and Leasehold Reform Act 2002

(2) 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 the RTM Companies (Model Articles) (England) Regulations 2009 are made

NAME AND OBJECTS OF RTM COMPANY

2 The name of the company is 14 & 16 Avarn Road (Tooting) RTM Company Limited

3 The registered office of the company will be situated at c/o BlocMan Ltd, The Pantiles Chambers, 85 High Street, Tunbridge Wells, Kent TN1 1XP

4 The objects for which the company is established are to acquire and exercise in accordance with the 2002 Act the right to manage the Premises

5 These objects shall not be restrictively construed but the widest interpretation shall be given to them In furtherance of the objects, but not otherwise, the company shall have power to do all such things as may be authorised or required to be done by a RTM company by and under the 2002 Act, and in particular (but without derogation from the generality of the foregoing)—

(a) to prepare, make, pursue or withdraw a claim to acquire the right to manage the Premises,

(b) to exercise management functions under leases of the whole or any part of the Premises in accordance with sections 96 and 97 of the 2002 Act,

(c) to exercise functions in relation to the grant of approvals under long leases of the whole or any part of the Premises in accordance with sections 98 and 99 of the 2002 Act,

(d) in accordance with sections 100 and 101 of the 2002 Act, to monitor, keep under review

report to the landlord, and procure or enforce the performance by any person of the terms of any covenant, undertaking, duty or obligation in any way connected with or affecting the Premises or any of its occupants,

(e) to negotiate for and make applications for the variation of leases pursuant to Part 4 of the Landlord and Tenant Act 1987 ("the 1987 Act"),

(f) to do such other things and to perform such other functions in relation to the Premises or any leases of the whole or any part of the Premises as may be agreed from time to time with the landlord or landlords or any other parties to the leases, as the case may be,

(g) to provide and maintain services and amenities of every description in relation to the Premises,

(h) to maintain, redecorate, repair, renew, repaint and clean the Premises, and to cultivate, maintain, landscape and plant any gardens, grounds or land comprised in the Premises,

(i) to enter into contracts with builders, cleaners, contractors, decorators, gardeners, tenants, or any other person,

(j) to consult and retain any professional advisers,

(k) to employ any staff and managing or other agents,

(l) to pay, remunerate or reward in any way any person supplying goods or services to the company,

(m) to make any appropriate or consequential agreements or arrangements for the right to manage the Premises to cease to be exercisable by the company,

(n) to issue and receive any notice, counter-notice, consent or other communication and to enter into any correspondence concerning or in any way affecting the Premises, the management of the Premises, the occupants of the Premises, the company, any of its activities, or any of its members,

(o) to commence, defend, participate in or pursue any application to, or other proceeding before, any court or tribunal of any description,

(p) to insure the Premises or any other property of the company or in which it has an interest up to and including the full cost of rebuilding and reinstating the Premises, including VAT, architects', engineers', solicitors', surveyors', and all other professional persons' fees, the fees payable on any applications for planning permission or other permits or consents that may be required in relation to rebuilding or reinstating the Premises, the cost of preparation of the site including debris removal, demolition, shoring-up, site clearance and any works that may be required by statute, and incidental expenses, subject to such excesses, exclusions or limitations as are usual in the London

insurance market To insure the company and its directors, officers or auditors against public liability and any other risks which it may consider prudent or desirable to insure against,

(q) to collect in or receive monies from any person on account of administration charges, service charges, or other charges in relation to the Premises and, where required by law to do so, to deal with, hold or invest the monies in accordance with the provisions of the 1987 Act and any orders or regulations made under that Act from time to time,

(r) to establish, undertake and execute any trusts which may lawfully be, or which are required by law to be, established, executed or undertaken by the company,

(s) to establish and maintain capital reserves, management funds and any form of sinking fund in order to pay, or contribute towards, all costs, fees, and other expenses incurred in the implementation of the company's objects,

(t) to invest any money of the company in the United Kingdom by depositing it at interest with any financial institution with which a trust fund of service charge contributions might be held in accordance with the 1987 Act, or to invest it in such other manner (including the purchase of securities and other investments) as the company in general meeting may authorise from time to time, and to hold, sell or otherwise dispose of any such investments,

(u) subject to any conditions or limitations imposed by the company in general meeting from time to time, and subject to the provision of adequate security and the payment of interest, to advance and lend money or give credit to any person, to enter into guarantees, contracts of indemnity and surety, to receive money on deposit or loan, and to secure or guarantee the payment of any sum of money or the performance of any obligation by any person,

(v) subject to any limitations or conditions imposed by the company in general meeting from time to time, to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or part of the company's property or assets (whether present or future),

(w) to operate bank accounts and to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, debentures, promissory notes, and other negotiable or transferable instruments,

(x) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company, or to contract with any person to pay such expenses,

(y) to monitor and determine for the purpose of voting, or for any other purpose, the physical dimensions of the Premises and any part or parts of the Premises and to take or obtain any appropriate measurements,

(z) to enter into any agreements or arrangements with any Minister of the Crown, authority (central, municipal, local, or otherwise) that may seem conducive to the attainment of the

company's objects, and to obtain from any such Minister of the Crown or authority any charters, decrees, rights, privileges or concessions which the company may think desirable, and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions,

(aa) to do all things specified for the time being in the articles of association of the company,

(bb) to do or procure or arrange for the doing of all or any of the things or matters mentioned above in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others, and

(cc) to do all such other lawful things as may be incidental or conducive to the pursuit or attainment of the company's objects

6 The income of the company, from wherever derived, shall be applied solely in promoting the company's objects, and, save on a winding up of the company, no distribution shall be made to its members in cash or otherwise

LIMITATION OF LIABILITY

Liability of members

7 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

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

8 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

Members' reserve power

9.—(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

10 —(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, 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

11 —(1) Committees to which the directors delegate any of their powers must follow procedures which are based, so far as they are applicable, on those provisions of the articles which govern the taking of decisions by directors

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

12 —(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 13

(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

13 —(1) A decision of the directors is taken in accordance with this article when all eligible directors 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

Calling a directors' meeting

14 —(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

15.—(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

16 —(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

(2) 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

(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, or

(b) to call a general meeting so as to enable the members to appoint further directors

Chairing of directors' meetings

17 —(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

18 —(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

19 —(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 disapplies 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

(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

20 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

21 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

22 —(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

Termination of director's appointment

23 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 Acts 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) 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,

(e) 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,

(f) 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

Directors' remuneration

24 Except with the consent of the company in general meeting, the directors shall not be entitled to any remuneration Any resolution giving such consent shall specify the amount of remuneration to be paid to the directors, and unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day

Directors' expenses

25 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

BECOMING AND CEASING TO BE A MEMBER

Becoming a member

26 —(1) Every person who is entitled to be, and who wishes to become, a member of the company shall deliver to the company an application for membership executed by him in the following form (or in a form as near to the following form as circumstances allow or in any other form which is usual or which the directors may approve)

To the Board of [name of company]I, [name]of [address]am a qualifying tenant of [address of flat] and wish to become a member of [name of company] subject to the provisions of the Articles of Association of the company and to any rules made under those Articles I agree to pay the company an amount of up to £1 if the company is wound up while I am a member or for up to 12 months after I have ceased to become a member Signed Dated

(2) No person shall be admitted to membership of the company unless that person, whether alone or jointly with others, is—

(a) a qualifying tenant of a flat contained in the Premises as specified in section 75 of the 2002 Act, or

(b) from the date upon which the company acquires the right to manage the Premises pursuant to the 2002 Act, a landlord under a lease of the whole or any part of the Premises

(3) Membership of the company shall not be transferable.

(4) A person who, together with another or others, is to be regarded as jointly being the qualifying tenant of a flat, or as jointly constituting the landlord under a lease of the whole or any part of the Premises, shall, once admitted, be regarded as jointly being a member of the company in respect of that flat or lease (as the case may be)

(5) Applications for membership by persons who are to be regarded as jointly being the qualifying tenant of a flat, or who jointly constitute the landlord under a lease of the whole or any part of the Premises, shall state the names and addresses of all others who are jointly interested with them, and the order in which they wish to appear on the register of members in respect of such flat or lease (as the case may be)

(6) The directors shall, upon being satisfied as to a person's application and entitlement to membership, register such person as a member of the company

Ceasing to be a member

27 —(1) A member who at any time fails to satisfy the requirements for membership set out in article 26 shall cease to be a member of the company with immediate effect

(2) If a member (or joint member) dies or becomes bankrupt, his personal representatives or trustee in bankruptcy will be entitled to be registered as a member (or joint member as the case may be) upon notice in writing to the company

(3) A member may withdraw from the company and thereby cease to be a member by giving at least seven clear days' notice in writing to the company Any such notice shall not be effective if given in the period beginning with the date on which the company gives notice of its claim to acquire the right to manage the Premises and ending with the date which is either—

(a)the acquisition date in accordance with section 90 of the 2002 Act, or

(b) the date of withdrawal or deemed withdrawal of that notice in accordance with sections 86 or 87 of that Act

(4) If, for any reason—

(a) a person who is not a member of the company becomes a qualifying tenant or landlord jointly with persons who are members of the company, but fails to apply for membership within 28 days, or

(b) a member who is a qualifying tenant or landlord jointly with such persons dies or becomes bankrupt and his personal representatives or trustee in bankruptcy do not apply for membership within 56 days, or

(c) a member who is a qualifying tenant or landlord jointly with such persons resigns from membership pursuant to article 27(3),

those persons shall, unless they are otherwise entitled to be members of the company by reason of their interest in some other flat or lease, also cease to be members of the company with immediate effect All such persons shall, however, be entitled to re-apply for membership in accordance with article 26.

PART 4

DECISION-MAKING BY MEMBERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

28 —(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

29 —(1) 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 as set out at 29 paragraph (2)

(2) The quorum for the meeting shall be 20 per cent of the members of the company entitled to vote upon the business to be transacted, or two members of the company so entitled (whichever is the greater) present in person or by proxy

Chairing general meetings

30 —(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

31 —(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

32 —(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

33 —(1) 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

(2) If there are no landlords under leases of the whole or any part of the Premises who are members of the company, then one vote shall be available to be cast in respect of each flat in the Premises The vote shall be cast by the member who is the qualifying tenant of the flat

(3) At any time at which there are any landlords under leases of the whole or any part of the Premises who are members of the company, the votes available to be cast shall be determined as follows—

(a) there shall first be allocated to each residential unit in the Premises the same number of votes as equals the total number of members of the company who are landlords under leases of the whole or any part of the Premises Landlords under a lease who are regarded as jointly being a member of the company shall be counted as one member for this purpose,

(b) if at any time the Premises includes any non-residential part, a total number of votes shall be allocated to that part as shall equal the total number of votes allocated to the residential units multiplied by a factor of A/B, where A is the total internal floor area of the non-residential parts and B is the total internal area of all the residential parts Internal floor area shall be determined in accordance with paragraph 1(4) of Schedule 6 to the 2002 Act Calculations of the internal floor area shall be measured in square metres, fractions of floor area of less than half a square metre shall be ignored and fractions of floor area in excess of half a square metre shall be counted as a whole square metre,

(c) the votes allocated to each residential unit shall be entitled to be cast by the member who is the qualifying tenant of that unit, or if there is no qualifying tenant of the unit, by the member who is the immediate landlord The immediate landlord will not be entitled to the vote of a residential unit held by a qualifying tenant who is not a member of the RTM company,

(d) the votes allocated to any non-residential part included in the Premises shall be entitled to be cast by the immediate landlord of that part, or where there is no lease of a non-residential part, by the freeholder. Where there is more than one such person, the total number of votes allocated to the non-residential part shall be divided between them in proportion to the internal floor area of their respective parts Any resulting entitlement to a fraction of a vote shall be ignored,

(e) if a residential unit is not subject to any lease, no votes shall be entitled to be cast in respect of it,

(f) any person who is a landlord under a lease or leases of the whole or any part of the Premises and who is a member of the company but is not otherwise entitled to any votes, shall be entitled to one vote

(4) In the case of any persons who are to be regarded as jointly being members of the

company, any such person may exercise the voting rights to which such membersare jointly entitled, but where more than one such person tenders a vote, whether in person or by proxy, the vote of the senior shall be accepted to the exclusion of the votes of the others, and seniority shall be determined by the order in which the names of such persons appear in the register of members in respect of the flat or lease (as the case may be) in which they are interested

Errors and disputes

34 —(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

Poll votes

35 —(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,

(b) two or more persons having the right to vote on the resolution, or

(c) 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

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

Content of proxy notices

36 —(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

37 —(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

38 —(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 5
ADMINISTRATIVE ARRANGEMENTS

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 Acts provides for documents or information which are authorised or required by any provision of those Acts 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

(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

Inspection and copying of accounts and other records

41 —(1) In addition to, and without derogation from, any right conferred by statute, any member shall have the right, on reasonable notice, at such time and place as shall be convenient to the company, to inspect, and to be provided with a copy of, any book, minute, document or accounting record of the company, upon payment of any reasonable charge for copying Such rights shall be subject to any resolution of the company in general meeting

(2) In the case of any book, minute, document or accounting record which the directors reasonably consider contains confidential material, the disclosure of which would be contrary to the interests of the company, to the exclusion or excision of such confidential material (the fact of such exclusion or excision being disclosed to the member), and to any other reasonable conditions that the directors may impose

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

PART 6

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