



FILE COPY

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

Company Number **9121403**

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

20 CONSTITUTION HILL 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 on **8th July 2014**



N091214037



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company

Oyez

100070140

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

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

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

WEDNESDAY



A28 02/07/2014 #165
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 20 Constitution Hill Limited

For official use 9121403

Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

1 Duplicate names

Duplicate names are not permitted
A list of registered names can be found
on our website. There are various rules
that may affect your choice of name
More information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions

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

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

2 Company name restrictions

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

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

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

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

3 Name ending exemption

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

A4 Company type

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

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

4 Company type

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

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Application to register a company

A5**Situation of registered office 1**

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

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

1. Registered office

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

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

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

A6**Registered office address 2**

Please give the registered office address of your company

Building name/number	20
Street	Constitution Hill
Post town	Norwich
County/Region	Norfolk
Postcode	N R 3 4 B U

2. Registered office address

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

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

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

A7**Articles of association 3**

Please choose one option only and tick one box only

Option 1	<p>I wish to adopt one of the following model articles in its entirety Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 2	<p>I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box</p> <p><input checked="" type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 3	<p><input type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p>

3 For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk**A8****Restricted company articles 4**

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

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

IN01

Application to register a company

Part 2**Proposed officers**

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

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

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

Secretary**B1****Secretary appointments ¹**

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

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

1. Corporate appointments

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

Additional appointments

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

2. Former name(s)

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

B2**Secretary's service address ³**

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

3. Service address

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

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

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

B3**Signature ⁴**

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

Signature	<div style="border: 1px solid black; width: 100px; height: 40px; display: flex; align-items: center; justify-content: center;"> <div style="font-size: 2em; margin-right: 10px;">X</div> <div style="font-size: 0.8em; margin-right: 10px;">Signature</div> </div>	X
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4. Signature

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

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ¹

Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

1: Additional appointments

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

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete Section C3 only
- No Complete Section C4 only

C3 EEA companies ²

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ³	
Registration number	

2: EEA

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

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

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register



Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ⁴	
Registration number	

4: Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5 Signature ⁵

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

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

5: Signature

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

IN01

Application to register a company

Director

D1	Director appointments	
	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)	Gavin Keith	
Surname	Pearce	
Former name(s) f2		
Country/State of residence 13	United Kingdom	
Nationality	British	
Date of birth	<div>d2</div> <div>d5</div> <div>m0</div> <div>m1</div> <div>y1</div> <div>y9</div> <div>y8</div> <div>y5</div>	
Business occupation (if any) 4		

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

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

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

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

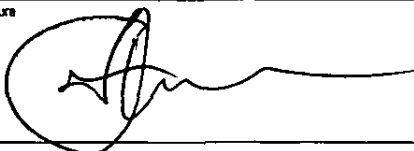
Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		

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

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

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

D3	Signature	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature</div> <div>  </div>	

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

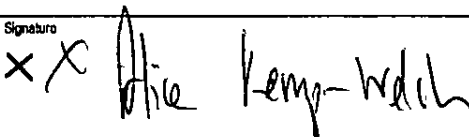
IN01

Application to register a company

Director

D1	Director appointments 1		<p>1 Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>2 Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>3 Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>4 Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.			
Title*			
Full forename(s)	Alice Margaret		
Surname	Kemp-Welch		
Former name(s) 2			
Country/State of residence 3	United Kingdom		
Nationality	British		
Date of birth	<div>09</div> <div>04</div> <div>19</div> <div>96</div> <div>96</div>		
Business occupation (if any) 4	Teacher		

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

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

IN01

Application to register a company

Corporate director

E1**Corporate director appointments** ¹

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

¹ **Additional appointments**

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

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2**Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

- ▶ Yes Complete Section E3 only
- ▶ No Complete Section E4 only

E3**EEA companies** ²

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ³

Registration number

² **EEA**A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk³ 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 ⁴

If applicable, the registration number

⁴ **Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5**Signature** ⁵

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

Signature

Signature

X

X

⁵ **Signature**

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

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Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

- Yes Complete the sections below
 ► No Go to Part 4 (Statement of guarantee).

F1**Share capital in pound sterling (£)**

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

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ¹	Amount (if any) unpaid on each share ¹	Number of shares ²	Aggregate nominal value ³
Ordinary Shares	£1	£0	2	£ 2.00
				£
				£
				£
Totals			2	£ 2.00

F2**Share capital in other currencies**

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

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

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share „1“	Amount (if any) unpaid on each share „1“	Number of shares „2“	Aggregate nominal value „3“
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 ⁴

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

¹ Including both the nominal value and any share premium

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

² - Total number of issued shares in this class

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

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Application to register a company

F4

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

	<p>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</p>	<p>(1) Prescribed particulars of rights attached to shares</p>
<p>Class of share</p>	<p>Ordinary</p>	<p>The particulars are</p>
<p>Prescribed particulars 1</p>	<p>Each share is entitled to one vote in any circumstances.</p> <p>Each share is entitled pari passu to dividend payments or any other distribution</p> <p>Each share is entitled pari passu to participate in a distribution arising from a winding up of the Company</p> <p>No share is liable to be redeemed.</p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

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

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Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Gavin Pearce	Ordinary	1	£	£1	£0	£1
Address 20 Constitution Hill Norwich Norfolk NR3 4BU						
Name Alice Margaret Kemp-Welch	Ordinary	1	£	£1	£0	£1
Address 20 a Constitution Hill Norwich Norfolk NR3 4BU						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

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

G1**Subscribers**

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

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

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

1 Name

Please use capital letters

2 Address

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

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

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Application to register a company

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

1 Name

Please use capital letters

2 Address

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

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

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

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


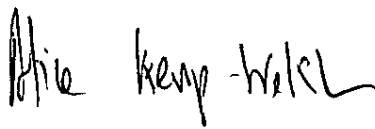
H1

Statement of compliance delivered by the subscribers ¹

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

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

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

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

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Application to register a company

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

H2


Statement of compliance delivered by an agent


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


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


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Application to register a company


	Presenter information
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.	
Contact name	Richard Riley
Company name	Slater Heelis LLP
Address	
Oaklands House, 2nd Floor Suite 2,	
Washway Road, Sale, Cheshire	
Post town	
County/Region	
Postcode	M 3 3 6 F S
Country	
DX DX 19261 Sale 1	
Telephone 0161 969 3131	

	Certificate
We will send your certificate to the presenters address (shown above) or if indicated to another address shown below	
<input type="checkbox"/> At the registered office address (Given in Section A6)	
<input type="checkbox"/> 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:	
<input type="checkbox"/> 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	
<input type="checkbox"/> 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	
<input type="checkbox"/> You have used the correct appointment sections	
<input type="checkbox"/> 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	
<input type="checkbox"/> The document has been signed, where indicated	
<input type="checkbox"/> All relevant attachments have been included	
<input type="checkbox"/> You have enclosed the Memorandum of Association	
<input type="checkbox"/> 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	

Company Having A Share Capital

Memorandum of Association

of

20 CONSTITUTION HILL 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

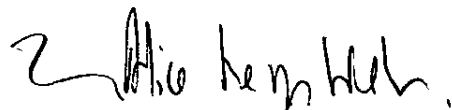
Name of each subscriber

Authentication by each subscriber

Gavin Keith Pearce



Alice Margaret Kemp-Welch



Dated 30 JUNE 2014

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
20 CONSTITUTION HILL LIMITED

1. PRELIMINARY AND INTERPRETATION

1.1 In these Articles, unless the context otherwise requires

Act means the Companies Act 2006,

appointor has the meaning given in article 13(1),

Articles means the Company's articles of association for the time being in force,

business day means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,

eligible director means a director who would be entitled to vote on any matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter) and references to "eligible directors" in article 8 of the Model Articles shall be construed accordingly,

Model Articles means the model articles for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of the incorporation of the Company,

Owner means a person or persons holding (either alone or jointly with others) a Qualifying legal Property in a Unit (not here including the Company) has been granted or assigned and so that whenever two or more persons are for the time being Owners of a Unit they shall for all purposes of these Articles be deemed to constitute one Owner,

partly paid in relation to a share means that part of that share's nominal value or any premium at which it was issued which has not been paid to the company,

Qualifying Legal Estate means a freehold estate or any leasehold estate the original term of which when granted exceeded 21 years;

Property means the freehold property known as 20 Constitution Hill, Norwich, NR3 4BU and registered with title number NK51096, and

Unit means any separate set of premises on the Property which is constructed or adopted for use for the purpose of a dwelling

- 1 2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles
- 1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1 4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- (a) any subordinate legislation from time to time made under it, and
 - (b) any amendment or re-enactment and including any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 6 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 7 A reference to a person includes a reference to an individual, body corporate, association, government, state, agency of state or any undertaking (whether or not having a legal personality and irrespective of the jurisdiction in or under the law of which it was incorporated or exists)
- 1 8 Words importing the singular include the plural and vice versa and words importing a gender include every gender
- 1 9 The Contracts (Rights of Third Parties) Act 1999 shall not apply to any rights under these Articles
- 1 10 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are otherwise inconsistent with these Articles and, together with these articles they shall constitute the Articles of the Company

1 11 Articles 8, 11(2) and (3), 14(1) to (4), 17(2), 52 and 53 of the Model Articles shall not apply to the Company

1 12 Articles 7, 9(1), 15, 20, 24(2)(c), 26(1), 26(5), 27(3), 29, 30(4), 31, 36(3), 41(1), 44(2), 44(3) and 45(1) of the Model Articles shall be modified by these Articles

OBJECTS

2. The objects for which the Company is established are to acquire, manage, and administer the Property

3. 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 (without derogation from the generality of the foregoing) -

- (a) 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"),
- (b) to do such other things and to perform such other functions in relation to the Property or any leases of the whole or any part of the Property as may be agreed from time to time with any other parties to the leases,
- (c) to provide and maintain services and amenities of every description in relation to the Property,
- (d) to maintain, redecorate, repair, renew, repaint and clean the Property and to cultivate, maintain, landscape and plant any gardens, grounds or land comprised in the Property,
- (e) to enter into contracts with builders, cleaners, contractors, decorators, gardeners, tenants, or any other person,
- (f) to consult and retain any professional advisers,
- (g) to employ any staff and managing or other agents,
- (h) to pay, remunerate or reward in any way any person supplying goods or services to the Company,
- (i) to make any appropriate or consequential agreements or arrangements for the right to manage the Property to cease to be exercisable by the Company,
- (j) 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 Property, the management of the Property, the occupants of the Property, the Company, any of its activities, or any of its members,

- (k) to commence, defend, participate in or pursue any application to, or other proceeding before any court or tribunal of any description,
- (l) to insure the Property 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 Property, 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 Property, 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 insurance against,
- (m) to collect in or receive monies from any person on account of administration charges, service charges, or other charges in relation to the Property 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,
- (n) to establish, undertake and execute any trusts which may lawfully be, or which are required by law to be, established or undertaken by the Company,
- (o) to establish and maintain capital reserved, 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,
- (p) 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,
- (q) 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,
- (r) 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),

- (s) 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 transferrable instrument,
- (t) 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,
- (u) to monitor and determine for the purpose of voting, or for any other purpose, the physical dimensions of the Property and any part or parts of the Property and to take or obtain any appropriate measurements,
- (v) 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,
- (w) to do all things specified for the time being in the articles of association of the Company,
- (x) 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
- (y) to do all such other lawful things as may be incidental or conducive to the pursuit or attainment of the Company's objects

4. 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

5. The Company's authorised share capital shall be £2 divided into 2 Ordinary Shares of £1 00 each

DIRECTORS

6. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

6.1 Article 7 of the Model Articles shall be amended by

- (a) the insertion of the words "for the time being" at the end of article 7(2)(a), and
- (b) the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"

6 2 Without prejudice to the provisions of regulation 7(2), a sole director may take decisions by way of written resolution

7. UNANIMOUS DECISIONS

7 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

7 2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing

7 3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting had the matter been proposed as a resolution at such a meeting

8. CALLING A DIRECTORS' MEETING

8 1 Article 9(1) of the Model Articles shall be amended by

- (a) the insertion of the word "reasonable" after the words "Any director may call a meeting by giving", and
- (b) the insertion of the words "(or such lesser notice as all the directors may agree)" after the words "notice of the meeting"

9. QUORUM FOR DIRECTORS' MEETINGS

9 1 Subject to article 7 of the Model Articles (as amended by article 6 1), the quorum for the transaction of business at a meeting of directors is any two eligible directors

9 2 For the purposes of any meeting (or part of a meeting) held pursuant to article 11 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director

9 3 If the total number of directors in office 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 shareholders to appoint further directors

10. TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY

10 1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
- (b) shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested,
- (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested,
- (d) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,
- (e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and
- (f) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

11. DIRECTORS' CONFLICTS OF INTEREST

11 1 For the purposes of section 175 of the Act, the directors shall have the power to authorise, on such terms (including as regards duration and revocation) and subject to such limits or conditions (if any) as they may determine (**Conflict Authorisation**), any matter proposed to them in accordance with these Articles which would, or might, if not so authorised, constitute or give rise to a situation in which a director (a **Relevant Director**) has, or could have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Company (a **Conflict**

Situation) Any Conflict Authorisation shall extend to any actual or possible conflict of interest which may reasonably be expected to arise out of the Conflict Situation so authorised

11 2 Where directors give a Conflict Authorisation

- (a) the terms of such Conflict Authorisation shall be recorded in writing (but the authorisation shall be effective whether or not the terms are so recorded),
- (b) the directors may revoke or vary such Conflict Authorisation at any time but this will not affect anything done by the Relevant Director prior to such revocation or variation in accordance with the terms of such authorisation, and
- (c) the Relevant Director shall be obliged to act in accordance with any terms, limits or conditions to which such Conflict Authorisation is made subject

11 3 Any terms to which a Conflict Authorisation is made subject (Conflict Authorisation Terms) may include (without limitation to article 11 1) provision that

- (a) where the Relevant Director obtains (other than in his capacity as a director of the Company or as its employee or agent or, if the directors so decide, in any other capacity that would otherwise oblige him to disclose it to the Company) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it directly or indirectly for the benefit of the Company or in performing his duties as a director of the Company in circumstances where to do so would amount to a breach of a duty of confidence owed to that third party, and/or
- (b) the Relevant Director may (but shall be under no obligation to) absent himself from the discussion of, and/or the making of decisions relating to, the relevant matter (whether at any meeting of the directors or otherwise) and be excused from reviewing documents and information prepared by or for the directors to the extent that they relate to that matter, and/or
- (c) the Relevant Director be excluded from the receipt of documents and information, the participation in discussion and/or the making of decisions (whether at directors meetings or otherwise) related to the relevant matter,

and the Company will not treat anything done (or omitted to be done) by the Relevant Director in accordance with any such provision (or otherwise in accordance with any Conflict Authorisation Terms given under article 11 1) as a breach by him of his duties under sections 172 to 174 CA 2006

12. APPOINTMENT AND REMOVAL OF DIRECTORS

- 12 1 In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint (subject to Article 12 3) a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director Article 27(3) of the Model Articles shall be modified accordingly
- 12 2 Subject to article 12 3, each member shall have power from time to time and at any time to appoint any one person as a director either as an additional director or to fill any vacancies and to remove from office any director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing signed by the member making the same or in the case of a member being a body corporate signed by one of its directors or other officers on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument
- 12 3 No person who is not a member of the Company shall in any circumstances be eligible to hold the office of director of the Company
- 12 4 Any director appointed by a member shall have their office terminated immediately upon the member that appointed them ceasing to be a member and such director shall not be entitled to any compensation in respect of such termination whether for loss of office or otherwise

13. SECRETARY

- 13 1 The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

SHARES AND DISTRIBUTIONS

14. ISSUE OF SHARES

- 14 1 No share shall be issued to any person who is not an Owner
- 14 2 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the Act) made by the Company

15. TRANSFER OF SHARES

- 15 1 No share shall be transferred to any person who is not an Owner An Owner shall not be entitled to dispose of his shareholding in the Company while holding, whether alone or jointly with others, a legal estate in any Unit

- 15 2 In accordance with section 567(1) of the Act, Sections 561 and 562 of the Act shall not apply to the Company
- 15 3 If any member of the Company who is an Owner parts with his interest in the Unit or Units 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 shall transfer his shareholding in the Company to the person or persons who became the Owner of his Unit or Units
- 15 4 The price to be paid on the transfer of every share under this article shall be its nominal value
- 15 5 If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy) refuses or neglects to transfer it or offer it for purchase in accordance with this article, one of the directors, duly nominated for that purpose by a resolution of the board shall be the attorney of such holder with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the register of members as the holder thereof
- 15 6 If a member shall die or be adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member of the Company, provided he or they shall for the time being be an Owner
- 15 7 The directors shall refuse to register any transfer of shares made on contravention of all the foregoing provisions of these Articles, but otherwise shall have no power to refuse to register a transfer

16. FORFEITURE OF SHARES

- 16 1 If the lease ("Former Lease") held by a member is forfeited, surrendered or otherwise determined, the directors may at any time thereafter or otherwise determined, the directors may at any time thereafter by resolution of the board forfeit the share held by that member, the forfeited share shall be held by the directors as trustees. When a new lease is granted demising the same Unit as the Former Lease, the share forfeited from the Owner under the Former Lease shall be transferred to the Owner under the new lease and the forfeiture cancelled. Until such transfer, the share shall be held for the benefit of all other members.

17. EXERCISE OF TRANSMITTEES' RIGHTS

- 17 1 Article 29 of the Model Articles shall be amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2)," after the words "the transmittee's name"

DECISION MAKING BY SHAREHOLDERS

18. ADJOURNMENT

- 18 1 Article 41(1) of the Model Articles shall be amended by the deletion of the words "the chairman of the meeting must adjourn it" and the replacement thereof with the words "the member(s) present (either in person, by proxy or by a duly appointed corporate representative) shall constitute a quorum"

19. VOTING

- 19 1 Where two or more persons together count as one member, only the person whose name appears first in the register of members will be entitled to exercise the voting powers conferred on members by these Articles unless a written direction, signed by all the persons or entities comprising the member, is lodged with the Company directing that such members voting powers are to be exercised by some other person or entity comprising the member

20. POLL VOTES

- 20 1 Article 44(2) of the Model Articles shall be amended by the deletion of sub-paragraphs (c) and (d) and by the insertion of the following as a new sub-paragraph (c) any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting
- 20 2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article

21. PROXIES

- 21 1 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article

ADMINISTRATIVE ARRANGEMENTS

22. SERVICE CHARGE DEFICIT

- 22 1 If the Company is not fully reimbursed, by payments received from Owners under the leases of their respective Units, for the cost of performing its obligations in relation to the Property, it may require such payments to be made to it by members as are necessary to make good any deficit. Equal sums shall be demanded from each member, but supplemental demands may be made if any member fails to make the payment demanded. On the subsequent recovery by the Company of any sum in excess of the costs incurred by it, the surplus shall be applied first in

paying or crediting pro rata any member who under this provision has paid more than any other member, until such inequality is eliminated

23. CHANGE OF NAME

- 23 1 The Company may change its name by resolution of the directors and subsequent notification to the Registrar of Companies under section 79 of the Act

24. MEANS OF COMMUNICATION TO BE USED

- 24 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 24 hours after it was posted,
- (b) if properly addressed and sent to an address outside the United Kingdom, 48 hours after it was posted,
- (c) if properly addressed and delivered by hand, when it was given or left at the appropriate address,
- (d) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
- (e) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account shall be taken of any part of a day that is not a working day

- 24 2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act

25. INDEMNITY

- 25 1 Subject to article 25 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

- (a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer

(i) in the actual or purported execution and/or discharge of his duties, or in relation to them, and

(ii) in relation to the activities of the Company (or any associated company) as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

(b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 25(1)(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

25 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

25 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 officer" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act))

26. INSURANCE

26 1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

26 2 In this article

(a) a "relevant officer" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act),

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer'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