

Articles of Association: 56 Stourcliffe Court Ltd

The Companies Act 2006

Memorandum and articles of 56 Stourcliffe Court Ltd, a company limited by shares

Company Number: 9973221

Incorporated on 27 January 2016

Memorandum of association of 56 Stourcliffe Court Ltd

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 one share.

Name of each subscriber	Authentication by each subscriber
Alison Wellman	Authenticated Electronically
Pamela Watson	Authenticated Electronically
Joseph Gabriel	Authenticated Electronically
Graham Amos	Authenticated Electronically
Last Entry - Total four shares	

Dated: 10 January 2016

Articles of Association of 56 Stourcliffe Court Ltd

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The Companies Act 2006

Company Limited by Shares

Articles of Association

Of

56 Stourcliffe Court Ltd

(the "Company")

Part 1

Interpretation and statement of limited liability

1. Defined terms

In these articles, unless the context requires otherwise:

"Articles"	Means the company's articles of association.
"Companies Acts"	Means the Companies Act 2006 and all subsequent amending legislation and other legislation relevant to these articles.
"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.
"Fully paid"	In relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company.
"Hard copy form"	Has the meaning given in section 1168 of the Companies Act 2006.

"Holder"	In relation to shares means the person whose name is entered in the register of members as the holder of the shares.
"Immediate leaseholder"	Means the person who if the residential unit is subject to lease is the leaseholder under the lease, or if the residential unit is subject to one or more leases is the leaseholder under whichever of the leases is inferior to the others.
"Ordinary resolution"	Has the meaning given in section 282 of the Companies Act 2006.
"Paid"	Means paid or credited as paid.
"Participate"	In relation to a directors' meeting, has the meaning given in article 12.
"Premises"	Means the building and land at 56 Stourcliffe Avenue, Southbourne, Bournemouth, BH6 3PX, owned by the company and let to the shareholders. It includes the foundations, external walls, joists, roof and other supporting structures and all the common parts, such as staircases, hall and main access-ways, and parking.
"Maintenance and Repair"	Means, in relation to the Premises, any activity reasonably necessary to maintain the Premises in a state of good repair, including all electrical equipment, security installation, car parking and other accoutrements.
"Residential Unit"	Means a flat or any other set of Premises which is construed or adapted for the purpose of dwelling.
"Shareholder"	Means a person who is the holder of a share in the company.
"Shares"	Means shares in the company.
"Special resolution"	Has the meaning given in section 283 of the Companies Act 2006.

"Transmittee"	Means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law.
"Writing"/"Written Communication"	Has the meaning of a hand written or typed hard copy communication, or an electronic communication via email but not text.

2. Construction of articles

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

A reference in these articles to any act or matter relating to the directors shall, at any time there is only a single director, be construed in terms that the single director has the powers stated for multiple directors. Accordingly any provision requiring a particular number of directors shall be considered to be satisfied by a single director.

3. Liability of members

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

Part 2 Directors

4. Number of directors

- 4.1. There shall be between one and four directors.
- 4.2. At all times, the shareholders of the residential units shall have the right to nominate/appoint one director per residential unit.
- 4.3. No person, other than a member of the company, shall be appointed as a director.

5. Directors' general authority

Subject to these articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers provided under these articles.

6. Shareholders' reserve power

- 6.1. The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 6.2. No such special resolution invalidates anything which the directors have done before the passing of the resolution.

7. Directors may delegate

- 7.1. Subject to the articles, the directors may delegate common administrative matters to any person, as they decide:

- 7.1.1 by whatever means
- 7.1.2 to whatever extent
- 7.1.3 on whatever terms as they think fit.

For the purpose of this article the “common administrative matters” include, in connection with the Premises:

- 7.1.4 insurance,
- 7.1.5 maintenance and repair of the Premises,
- 7.1.6 banking,
- 7.1.7 collection of money from the shareholders.
- 7.1.8 preparation of annual budget estimates,
- 7.1.9 maintenance of books of accounts / annual accounts,
- 7.1.10 security of the Premises,
- 7.1.11 keeping the shareholders informed.

- 7.2. An individual director may not delegate their power as a director to another person except by appointing an alternate director. A director may appoint a fellow director as their alternate.
- 7.3. The body of directors may delegate powers to a committee of their own body under such arrangements as they shall decide.
- 7.4. The directors may instruct any person to take any action in the interest of the company.
- 7.5. The directors may invite the attendance of any person to a meeting of the directors and to address the meeting.

8. Committees

- 8.1. The directors may make regulations in relation to the procedures of committees or sub-committees to whom their powers or discretions have been delegated or sub-delegated.
- 8.2. Subject to any such regulations, the meetings and procedures of any committee or sub-committee shall be governed by the provisions of these articles regulating the meetings and procedures of directors.

9. Directors to take decisions collectively

- 9.1. The general rule about decision-making by directors is that any decision of the directors must be made with the agreement of at least 51 per cent of the total number of directors, regardless of attendance at a meeting.
- 9.2. 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.
- 9.3. 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.
- 9.4. A decision of the directors on any on the following matters must be ratified by the passing of a special resolution of the shareholders in general meeting:
 - 9.4.1 any contract between the company and a director or a person controlled by a director;

- 9.4.2 issue or transfer of shares;
 - 9.4.3 change of name of company;
 - 9.4.4 to take legal action against a shareholder;
- 9.5. A decision of the directors on any on the following matters must be ratified by the passing of a special resolution of the shareholders in general meeting with a majority in favour of 75 per cent:
 - 9.5.1 To spend money on any activity or in any way which commits a shareholder to pay more than would otherwise be required for the Maintenance and Repair of the Premises. E.g. Section 20 works.

10. Directors' written resolutions

- 10.1. Any director may propose a written resolution by giving written notice to the other directors.
- 10.2. A directors' written resolution is adopted when all the directors who would have been entitled to vote on such resolution if it had been proposed at a meeting of the directors have:
 - 10.2.1 signed one or more copies of it; or
 - 10.2.2 otherwise indicated their agreement to it in writing.
- 10.3. A directors' written resolution is not adopted if the number of directors who have signed it is less than the quorum for directors' meetings.

11. Calling a directors' meeting

- 11.1. Any director may call a directors' meeting by giving notice of the meeting to the other directors.
- 11.2. Notice of any directors' meeting must indicate:
 - 11.2.1 its proposed date and time;
 - 11.2.2 where it is to take place; and
 - 11.2.3 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.

- 11.3. Written notice of a directors' meeting must be given to each director.
- 11.4. 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 seven 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.

12. Participation in directors' meetings

- 12.1. Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - 12.1.1 the meeting has been called and takes place in accordance with the articles, and
 - 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 12.3. 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.

13. Quorum for directors' meetings

- 13.1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2. 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 such number as represents at least 51 per cent of the total number of directors.

14. Casting vote

No director shall have a casting vote. In the event of equality of votes or dispute, the matter shall be resolved by the members in general meeting.

15. Conflicts of interest

- 15.1. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement by 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.
- 15.2. Last previous sub article shall not apply in any one of the following circumstances, that is to say when:
 - 15.2.1 the company by ordinary resolution dis-applies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process; or
 - 15.2.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 15.3. For the purposes of this article, references to proposed decisions and decision making processes include any directors' meeting or part of a directors' meeting.
- 15.4. 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, any business of the meeting relevant to the participation shall be adjourned. The first business at the adjourned meeting shall be as to the entitlement of those present to vote on the adjourned question.
- 15.5. If at the adjourned meeting the question remains unresolved, the directors shall call a general meeting of the company, for the purpose of resolving the issue.

16. Records of decisions to be kept

The directors must ensure that the company keeps a record, in hard or soft copy, for at least 10 years from the date of the record made, of copies of all resolution, minutes of all proceedings of general meetings and of every decision taken by the directors.

17. Methods of appointing directors

- 17.1. Any shareholder who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by an ordinary resolution of the company in general meeting.
- 17.2. In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.
- 17.3. For the purposes of sub article 2, where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

18. Termination of director's appointment

A person ceases to be a director as soon as:

- 18.1. that person dies.
- 18.2. that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- 18.3. a bankruptcy order is made against that person;
- 18.4. a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 18.5. a registered medical practitioner who is treating that person gives a written opinion to the company stating that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 18.6. 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.

19. Continuity of right to appoint a director

- 19.1. In any case where a director ceases in that office, the owner of the residential unit who nominated them, may nominate some other person to take the place of the departed director and the appointment confirmed as per article 17.1.

19.2. In any case where the director who ceases in office is also the person with the power of appointment, the power shall devolve immediately to any of:

19.2.1 A person named in their will as executor, even if the will is unproved, or,

19.2.2 their next of kin, or

19.2.3 the person who would be entitled under the laws of intestacy to take out letters of administration to his estate, had they died intestate.

20. Directors' remuneration and expenses

20.1. The company may reimburse a director for payments reasonably made by them in the course of discharging their responsibilities to the company.

20.2. A director shall not be employed by the company nor receive any remuneration for the discharge of their duties.

Part 3

Shares and distributions

21. All shares to be fully paid up

21.1. No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.

21.2. This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

22. New shares

22.1. After the issue of such number of shares as are represented by the number of residential units, no new shares shall be issued.

22.2. The company shall pay no dividend.

23. Rights and obligations attaching to each share

- 23.1. The right to have one vote at every meeting of the shareholders.
- 23.2. The right to nominate one director.
- 23.3. The obligation to pay a proper proportion of the maintenance and repairs to the premises.

24. Company not bound by less than absolute interests

No person is to be recognised by the company as holding any share upon any trust, except a trust for sale.

25. Share certificates

- 25.1. In respect only of fully paid shares, the company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds. Certificates may be in paper or electronic form.
- 25.2. Every certificate must specify:
 - 25.2.1 in respect of how many shares it is issued;
 - 25.2.2 the nominal value of those shares;
 - 25.2.3 that the shares are fully paid; and
 - 25.2.4 any distinguishing numbers assigned to them.
- 25.3. If more than one person holds a share, only one certificate may be issued in respect of it.
- 25.4. Each certificate must be signed by a director of the company in confirmation of its validity.

26. Replacement share certificates

- 26.1. If a certificate issued in respect of a shareholder's shares is:
 - 26.1.1 damaged or defaced, or

26.1.2 said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

27. Share transfers

- 27.1. Upon lease, sub-lease or sale of a residential unit the member holding the share in respect of that residential unit shall within 3 days inform the company and make arrangements for the transfer of the share to the purchaser or lessee.
- 27.2. Shares may be transferred by means of a document of transfer executed by or on behalf of the transferor. Such document of transfer must be in any usual form or any other form approved by the directors.
- 27.3. No fee may be charged for registering any document of transfer or other document relating to or affecting the title to any share.
- 27.4. The company may retain any document of transfer which is registered.
- 27.5. The transferor becomes the holder of a share immediately on presentation to the company of a valid share transfer.

28. Transmission of shares to Transmittree

- 28.1. If title to a share passes to a transmittree, the company will recognise only the transmittree as having any title to that share.
- 28.2. Subject to the articles, and pending any transfer of the shares to another person, a transmittree who produces such evidence of entitlement to shares as the directors may properly require, has the same rights as the holder had.
- 28.3. A transmittree who produces such evidence of entitlement, may request the directors to transfer the shares only to some person other than themselves.
- 28.4. Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittree has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

- 28.5. If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

Part 4

Decision-making by shareholders

29. Attendance and speaking at general meetings

- 29.1. Every shareholder has the right to speak at a general meeting.
- 29.2. The chairman of a general meeting may declare that the subject matter of a member's speech is not relevant to a matter on the agenda and may refuse to allow that person to continue to speak.
- 29.3. 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, including making arrangements for postal or electronic voting.
- 29.4. 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.
- 29.5. 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.
- 29.6. 14 days' notice of every general meeting must be given to every member and accordingly the provisions of section 313(1) of the Companies Act 2006 shall not apply to the proceedings of the company.

30. Requirement for quorum for general meetings

- 30.1. 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.

- 30.2. The quorum of the members meeting shall be 75 per cent of the members of the company entitled to vote. E.g. a minimum of 3 shareholders.
- 30.3. The quorum for members' meetings may be fixed from time to time by an ordinary resolution, except that:
- 30.3.1 a quorum must never be less than two, and unless otherwise fixed it is two.

31. Chairing general meetings

- 31.1. If the directors have appointed a chairman, the chairman shall chair a general meeting if present and willing to do so.
- 31.2. 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, then:
- 31.2.1 the directors present, or
- 31.2.2 if no directors are present, the meeting,
- must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 31.3. The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

32. Attendance and speaking by non-shareholders

- 32.1. The chairman of the meeting may permit any other person who is neither a shareholder of the company, nor otherwise entitled to exercise the rights of a shareholder in relation to a general meeting, to attend and speak at a general meeting.

33. Adjournment

- 33.1. 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.

33.2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if either:

33.2.1 the meeting consents to an adjournment, or

33.2.2 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.

33.3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

33.4. When adjourning a general meeting, the chairman of the meeting must:

33.4.1 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

33.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

33.5. 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):

33.5.1 to the same persons to whom notice of the company's general meetings is required to be given, and

33.5.2 containing the same information which such notice is required to contain.

33.6. 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.

34. Voting: general

At a general meeting the chairman must first put each resolution to the vote by a show of hands. If the resolution is carried unanimously, that result is final. If a resolution is not carried unanimously, the chairman shall put it to a poll.

35. Poll votes

- 35.1. A poll on a resolution shall take place:
 - 35.1.1 as provided in the previous article, or
 - 35.1.2 when demanded in advance of the general meeting where it is to be put to the vote.
- 35.2. A poll may be demanded by a director or by any person having the right to vote at the meeting.
- 35.3. A demand for a poll may be withdrawn if the poll has not yet been taken.
- 35.4. A poll must be taken immediately and in such manner as the chairman of the meeting directs.

36. Additional matters requiring members' consent

Except the matters reserved under Companies Act 2006 to be passed by special resolution, the following matters must be resolved by a majority not less than 76 per cent.

- 36.1. to commit a shareholder to an expense which does not relate directly to the objects of the company;
- 36.2. to borrow money;
- 36.3. to provide the title to the premises as security for any reason whatever;
- 36.4. to purchase land/building adjacent to the premises;

37. Content of a proxy notice

- 37.1. A proxy may validly be appointed only by a notice in hard copy (a "proxy notice") which:
 - 37.1.1 states the name and address of the shareholder appointing the proxy;
 - 37.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;

- 37.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 37.1.4 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.
- 37.2. The company may require a proxy notice to be delivered in a particular form, and may specify different forms for different purposes.
- 37.3. A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 37.4. Unless a proxy notice indicates otherwise, it must be treated as:
 - 37.4.1 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
 - 37.4.2 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.

38. Delivery of proxy notices

- 38.1. A proxy notice in hard copy must be received not less than 48 hours at the place and by the deadline specified in the notice convening the meeting.
- 38.2. 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. Their personal attendance automatically revokes the appointment from the moment of their attendance.
- 38.3. 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.
- 38.4. A notice revoking a proxy appointment takes effect only if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- 38.5. 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.

39. Amendments to resolutions

- 39.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 39.1.1 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
 - 39.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 39.2. A special resolution to be proposed at any meeting may not be amended.

Part 5

Administrative arrangements

40. Means of communication to be used

- 40.1. Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that act to be sent or supplied by or to the company.
- 40.2. Any notice, document or information (including a share certificate) which is sent or supplied by the company shall be delivered by hand or sent by first class post or recorded delivery or by e-mail.

It shall be deemed to have been delivered:

if delivered by hand: on the day of delivery;

if sent by post to the correct address: within 72 hours of posting;
if sent by e-mail to the address from which the receiving party has last sent e-mail: within 48 hours if no notice of non-receipt has been received by the sender.

and in proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed and, in the case of post, pre-paid and posted.

- 40.3. 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.
- 40.4. A director may agree with the company that notices, documents or information 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 that provided in this article.

41. Joint holders

- 41.1. Unless otherwise specified in these articles, anything which needs to be agreed or specified by the joint holders of a share shall for all purposes be taken to be agreed or specified by all the joint holders where it has been agreed or specified by the joint holder whose name stands first in the register of members in respect of the share.
- 41.2. Except as otherwise specified in the articles, any notice, document or information which is authorised or required to be sent or supplied to joint holders of a share may be sent or supplied to the joint holder whose name stands first in the register of members in respect of the share, to the exclusion of the other joint holders.
- 41.3. The provisions of this article shall have effect in place of the provisions of Schedule 5 of the Companies Act 2006 regarding joint holders of shares.

42. Right to inspect accounts and other records

Every shareholder and joint shareholder is entitled to inspect any of the company's accounting or other records or documents.