



**FILE COPY**

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

Company Number **10055518**

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

**8 ST EDMUNDS AVENUE MANAGEMENT COMPANY  
LIMITED**

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

Given at Companies House on **10th March 2016**



**\*N10055518C\***



**Companies House**



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

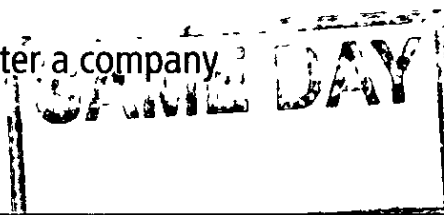
IN01

Application to register a company



Companies House

187681/100



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  
You cannot use this form to register  
a limited liability partnership.  
If you are registering this, please use form LL1

THURSDAY



A06 10/03/2016 #17  
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](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below

Proposed company  
name in full ①

8 ST EDMUNDS AVENUE MANAGEMENT COMPANY LIMITED

For official use

10655518

#### → 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### A2 Company name restrictions ②

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

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

#### ② Company name restrictions

A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

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

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

#### ③ Name ending exemption

Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### A4 Company type ④

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

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

#### ④ Company type

If you are unsure of your company's type, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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## Application to register a company

<b>A5</b>	<b>Situation of registered office ①</b>		
	<p>Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)</p> <p><input checked="" type="checkbox"/> England and Wales</p> <p><input type="checkbox"/> Wales</p> <p><input type="checkbox"/> Scotland</p> <p><input type="checkbox"/> Northern Ireland</p>		<p><b>① Registered office</b> Every company must have a registered office and this is the address to which the Registrar will send correspondence</p> <p>For England and Wales companies, the address must be in England or Wales</p> <p>For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively</p>
<b>A6</b>	<b>Registered office address ②</b>		
	Please give the registered office address of your company		
Building name/number	56		
Street	NEWPORT VIEW		
Post town	LEEDS		
County/Region	WEST YORKSHIRE		
Postcode	L S 6 3 B X		
			<p><b>② Registered office address</b> You must ensure that the address shown in this section is consistent with the situation indicated in section A5</p> <p>You must provide an address in England or Wales for companies to be registered in England and Wales</p> <p>You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively</p>
<b>A7</b>	<b>Articles of association ③</b>		
	Please choose one option only and tick one box only		
Option 1	<p>I wish to adopt one of the following model articles in its entirety Please tick only <b>one</b> box</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>		
Option 2	<p>I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only <b>one</b> box</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input checked="" type="checkbox"/> Private limited by guarantee</p> <p><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>		
<b>A8</b>	<b>Restricted company articles ④</b>		
	<p>Please tick the box below if the company's articles are restricted</p> <p><input checked="" type="checkbox"/></p>		<p><b>④ Restricted company articles</b> Restricted company articles are those containing provision for entrenchment For more details, please go to our website <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a></p>

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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-C4.

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

**① Corporate appointments**  
For corporate secretary appointments, please complete section C1-C4 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**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.

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## Application to register a company

### Corporate secretary

<b>C1</b>	<b>Corporate secretary appointments ①</b>	
	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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete <b>Section C3 only</b> → No Complete <b>Section C4 only</b>	
<b>C3</b>	<b>EEA companies ②</b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
<b>C4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	

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## Application to register a company

### Director

D1 Director appointments <sup>①</sup>	
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4	
Title*	MS
Full forename(s)	ALISON MARGARET
Surname	YOUNG
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	GREAT BRITAIN
Nationality	BRITISH
Month/year of birth <sup>④</sup>	<div>X</div> <div>X</div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y5</div> <div>y5</div>
Business occupation (if any) <sup>⑤</sup>	

**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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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

**④ Month and year of birth**  
Please provide month and year only.

**⑤ 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 <sup>①</sup>	
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	

**① 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.

# IN01

## Application to register a company

### Director

D1 Director appointments ①	
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4	
Title*	MRS
Full forename(s)	LYNDA JANE
Surname	RENAUT
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Month/year of birth ④	<div>X</div> <div>X</div> <div>m0</div> <div>m3</div> <div>y1</div> <div>y9</div> <div>y4</div> <div>y9</div>
Business occupation (if any) ⑤	

**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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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

**④ Month and year of birth**  
Please provide month and year only.

**⑤ 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 ①	
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	

**① 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.

# IN01 – continuation page

Application to register a company

## Director

**D1**

### Director appointments ①

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E4

Title*	MS													
Full forename(s)	TRACEY KATHLEEN													
Surname	ELLIS													
Former name(s) ②														
Country/State of residence ③	GREAT BRITAIN													
Nationality	BRITISH													
Month/year of birth ④	X	X	m	0	m	5	y	1	y	9	y	6	y	2
Business occupation (if any) ⑤	MANAGER													

#### 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

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

**D2**

### Director's service address ①

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										

#### ① 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.



# IN01 – continuation page

## Application to register a company

### Director

**D1**

#### Director appointments ①

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E4

Title*	MR
Full forename(s)	STEPHEN PAUL
Surname	MIDDLETON
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ④	X X <input type="text"/> 0 <input type="text"/> 9 <input type="text"/> 1 <input type="text"/> 9 <input type="text"/> 6 <input type="text"/> 5
Business occupation (if any) ⑤	SALES REPRESENTATIVE

#### 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

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

**D2**

#### Director's service address ⑥

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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

#### ⑥ 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.

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

③ 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

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**Part 3 Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

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

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

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

**F2 Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

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

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

**F3 Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate  
nominal value ❹

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

❶ Including both the nominal value and any  
share premium❷ Number of shares issued multiplied by  
nominal value of each share

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

❷ Total number of issued shares in this class

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Application to register a company

**F4**

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars

1

**1 Prescribed particulars of rights attached to shares**

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

A separate table must be used for each class of share

**Continuation pages**

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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## Application to register a company

Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b></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						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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**Part 4****Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 6 (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	ALISON MARGARET									
Surname ①	YOUNG									
Address ②	56 NEWPORT VIEW									
	LEEDS									
Postcode	L	S	6		3	B	X			
Amount guaranteed ③	£1 00									

**Subscriber's details**

Forename(s) ①	LYNDA JANE									
Surname ①	RENAUT									
Address ②	56 NEWPORT VIEW									
	LEEDS									
Postcode	L	S	6		3	B	X			
Amount guaranteed ③	£1 00									

**Subscriber's details**

Forename(s) ①	TRACEY KATHLEEN									
Surname ①	ELLIS									
Address ②	56 NEWPORT VIEW									
	LEEDS									
Postcode	L	S	6		3	B	X			
Amount guaranteed ③	£1 00									

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## Subscriber's details

Forename(s) ①	STEPHEN PAUL
Surname ①	MIDDLETON
Address ②	56 NEWPORT VIEW LEEDS
Postcode	L S 6 3 B X
Amount guaranteed ③	£1 00

## 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**      **Consent to act****H1****Consent statement**

Please tick the box to confirm consent

☒

The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

**Part 6**      **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 I1** (Statement of compliance delivered by the subscribers)→ **Yes**    Go to **Section I2** (Statement of compliance delivered by an agent)**I1****Statement of compliance delivered by the subscribers <sup>1</sup>**

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

**<sup>1</sup> 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

**Continuation pages**

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

IN01

Application to register a company

12

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 JENNIFER CHAMBERS FOR & ON BEHALF OF SHULMANS LLP

Building name/number 10

Street WELLINGTON PLACE

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode L S 1 4 A P

Country UNITED KINGDOM


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


Agent's signature


Signature X  X


IN01


## Application to register a company


 <b>Presenter information</b>	
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	JAC/Y2252/1
Company name	SHULMANS LLP
Address	
10 WELLINGTON PLACE	
Post town	
LEEDS	
County/Region	WEST YORKSHIRE
Postcode	L S 1 4 A P
Country	ENGLAND
DX	729700 LEEDS 69
Telephone	0113 245 2833

 <b>Certificate</b>
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 I2)

 <b>Checklist</b>
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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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.

 <b>Important information</b>
Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.

 <b>How to pay</b>
A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>

 <b>Where to send</b>
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 NR 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

 <b>Further information</b>
For further information, please see the guidance notes on the website at <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a> or email <a href="mailto:enquiries@companieshouse.gov.uk">enquiries@companieshouse.gov.uk</a>

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**THE COMPANIES ACT 2006**

**A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM & ARTICLES OF ASSOCIATION  
OF  
8 ST EDMUNDS AVENUE MANAGEMENT COMPANY LIMITED**

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM & ARTICLES OF ASSOCIATION

OF

8 ST EDMUNDS AVENUE MANAGEMENT COMPANY LIMITED

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*Name of each subscriber*

*Authentication by each subscriber*

---

Alison Young

Signed

*Alison Young*

Linda Renault

Signed

*L. Renault*

Stephen Middleton

Signed

*Stephen Middleton*

Tracey Ellis

Signed

*Tracey K Ellis*

Dated this *8/03/2016*

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**THE COMPANIES ACT 2006**

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**A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**

**OF**

**8 ST EDMUNDS AVENUE MANAGEMENT COMPANY LIMITED  
("the Company")**

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**PRELIMINARY**

1 The Regulations contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (hereinafter referred to as "Model Articles"), shall apply to the Company, save insofar as they are excluded or varied herein, and such Regulations (save as so excluded or varied) together with the Articles hereinafter contained ("Articles") shall be the Articles of Association of the Company

2 Regulations 19 to 22 inclusive, 35 and 37 in the Model Articles shall not apply to the Company

3 In these Articles of Association ("the Articles") except where the context otherwise requires

'Act' means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Company, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force,

'Board' means the Board of directors from time to time appointed under the provisions of Articles 34 to 36 or by the Company in general meeting,

'Managed Areas' means all such parts of the Managed Property that are not let or are not to be let under any of the Leases as more particularly defined in the Leases,

'Managed Property' means the Managed Property incorporating the 4 leasehold residential flats, together with the Managed Areas, and ancillary facilities, if any, known as, and located at, 8 St Edmunds Avenue, Hunstanton, Norfolk PE36 6AZ,

'Dwelling' means each of the leasehold residential flats at the Managed Property,

'Lease' means the lease in respect of a Dwelling and the expression 'Leases' shall be read and construed accordingly,

'Management' has the definition set out in Article 51,

'Member' means a member of the Company,

'month' means calendar month,

'Property' has the definition set out in Article 51,

'Relevant Event' means any of the following a Member and/or Tenant ceasing to be a Member and/or Tenant for any reason, or

'Subscribers'	means the subscribers to the Memorandum and Articles of Association of the Company,
'Tenant'	means the tenant/owner of a Dwelling, provided that where two or more persons are the tenants/owners of such a Dwelling they shall jointly constitute one Tenant and the expression 'Tenants' shall be read and be construed accordingly, and
'the United Kingdom'	means Great Britain and Northern Ireland

- 4 In these Articles, where the context admits, the masculine gender shall include the feminine and neuter gender and the singular shall include the plural and, in each case, vice versa
- 5 The Company shall observe the provisions of the Act and, if so requested by the Company, every Tenant shall sign a written application to become a Member

### **MEMBERSHIP**

- 6 Each Tenant who has covenanted with the Company to observe and perform all of the Tenant's covenants set out in their Lease shall be the Subscribers
- 7 If a Tenant decides to sublet their Dwelling to another person ('sub-tenant') then they shall be entitled, by giving notice in writing to the Company to that effect, to nominate that the sub-tenant shall be entitled to exercise the Tenant's rights as a Member to the exclusion of the Tenant, this would entitle the sub-tenant to receive notices for all general meetings, and to attend and exercise the Tenant's voting rights in respect of that Dwelling at general meetings, to the exclusion of the Tenant. Upon such nomination reference within these Articles to a Member shall be construed as including reference to a nominated sub-tenant. Any such nomination may be revoked by the Tenant at any time, by giving notice in writing to the Company of such revocation, and shall automatically cease when the Tenant ceases to be Member in accordance with these Articles
- 8 A Tenant shall cease to be a Member in the event of his personal representative, trustee in bankruptcy or mortgagee becoming a Tenant of his Dwelling
- 9 A Member shall on ceasing to be a Tenant cease to be a Member and shall thereupon give notice in writing to the Company of such occurrence and with such notice shall give the name and address of his successor in title to his Dwelling
- 10 A Member on ceasing to be a Tenant shall procure that his successor in title shall within 21 days of the date of his acquisition of the Dwelling give notice in writing to the Company of his desire to be registered as a Member
- 11 Every Member shall be entitled to receive a certificate of membership from the Company
- 12 Any certificate issued under Article 11 above shall be cancelled immediately upon the cessation of membership of its holder
- 13 If a Member shall die or be adjudicated bankrupt or if a Tenant's mortgagee rightfully exercises his powers, the Tenant's legal personal representative or his trustee in bankruptcy or mortgagee shall, and if more than one jointly, be entitled to be registered as a Member provided that he or they shall for the time being constitute a Tenant
- 14 On the happening of a Relevant Event, any persons referred to in the definition who shall cease to be a Member and/or Tenant, as referred to in the definition, shall, on ceasing to be in such capacity, immediately sign all and any documents, and do all and any acts, which the Company shall direct or require to give effect to such cessation and, to enable any other person to become a Member and/or Tenant and/or director, as the case may be, and, if such signature of documents and acts are not carried out within 7 days of such cessation as aforesaid, the Company is irrevocably authorised to appoint a person to have a power of attorney and to execute any document and to do everything necessary to effect the requirement for any person to become a Member and/or Tenant and/or director on behalf of any of the persons referred to in the definition who shall cease to be a Member and/or Tenant

## **GENERAL MEETINGS**

- 15 The Company shall hold an AGM within the first year and every year thereafter, in addition to any other general meetings in that year, and shall specify the meeting as such in the notice calling it, and not more than 15 months shall elapse between the date of one AGM of the Company and that of the next. The AGM shall be held at such time and place as the Board shall appoint.
- 16 The Board may whenever they think fit convene a general meeting and general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two Members entitled to vote may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
- 17 An AGM or other general meeting shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned, or in such a manner, if any, as may be prescribed by the Company, to such persons as are, under the Articles or under the Act, entitled to receive such notices from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority vote in number of the Members having a right to attend and vote being a majority representing not less than 90% of the total voting rights of all of the Members.
- 18 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice of an AGM or other general meeting shall not invalidate proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 19 No business shall be transacted at any general meeting unless a quorum of the Members is present at the time when the meeting proceeds to business.
- 20 Persons entitled to vote upon the business to be transacted at any general meeting shall be a Member, a proxy for a Member, an authorised representative of a corporate Member or a Purchaser who has been nominated by a Member (in accordance with Article 7) as entitled to exercise its voting rights.
- 21 Where there is only 1 Member of the Company, 1 Member shall be the quorum.
- 22 Where there is more than 1 Member of the Company, 3 Members shall be the quorum.
- 23 The Members may amend the quorum requirement for general meetings by ordinary resolution.
- 24 If within 15 minutes from the time appointed for the meeting a quorum is not present, it shall stand adjourned by the chairman of the meeting. When adjourning a general meeting, the chairman of the meeting must either specify the time and place to which the meeting is adjourned or state that it is to continue at a time and place to be fixed by the directors and the chairman, in doing so, must have regard to any directions as to the time and place of any adjourned meeting which has been given by the meeting. If a quorum is not present at the adjourned meeting within 15 minutes from the time appointed for the meeting the Members present shall be deemed to constitute a quorum.
- 25 The chairman of the Board shall preside as chairman at every general meeting of the Company, or if there is no chairman for the time being, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present and entitled to vote shall elect some other member of the Board to be chairman of the meeting. If at any meeting no member of the Board is willing to act as chairman or if no member of the Board is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall elect one of themselves to be chairman of the meeting.
- 26 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but not



business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give notice of any adjournment of the business to be transacted at an adjourned meeting.

- 27 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands (or an equivalent indication of approval where any Member is not present or represented in person) of those Members entitled to vote. A declaration shall be made by the chairman that a resolution has on a show of hands been carried, carried unanimously, carried by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 28 A Member may participate (and shall accordingly be entitled to vote and be counted in a quorum) in the AGM or any other general meeting by means of telephone or any other type of audio or audiovisual communication system the Company determines as acceptable, so long as the Member notifies the Company of their desire to participate in the AGM or general meeting in such a manner at least 5 days before the date of the meeting.
- 29 Subject to the provisions of the Act, a resolution in writing signed by the requisite number of Members for the time being entitled to receive notice of and to attend and vote at general meeting shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### **VOTES OF MEMBERS**

- 30 Each Member shall have one vote in respect of their Dwelling at any general meeting. Where a Tenant owns more than one Dwelling, they shall have one vote in respect of each such Dwelling at any general meeting.
- 31 A Member shall not be entitled to vote at a general meeting if there are any outstanding sums due to the Company from the Member, whether in breach of Article 57 or otherwise.
- 32 Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a Member.
- 33 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the meeting or an adjourned meeting at which the proxy is used.

#### **THE BOARD OF DIRECTORS**

- 34 The members of the Board shall be those persons named on Companies House Form IN01 or such other persons as they shall appoint as a replacement director.
- 35 Subject to Article 36, the members of the Board may appoint by resolution any person who is willing to act as a director, either to fill a vacancy or as an additional director.
- 36 No person who is not a Member entitled to vote shall be eligible to hold office as a director. All Tenants are eligible to be appointed as directors of the Company.
- 37 Subject to the requirements of the Act and these Articles, the Company may by ordinary resolution appoint a Member as a member of the Board or remove any member of the Board.

#### **POWERS AND DUTIES OF THE BOARD**

- 38 The business of the Company shall be managed by the Board, who may exercise all such powers of the Company that are not required to be exercised by the Company in general meeting, by the Act, or by these Articles or as may be prescribed by regulation by the Company in general meeting, but no

such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made

39 The Board shall cause minutes to be made in books provided for the purpose

(1) of all appointments of officers made by the Board, and

(2) of all resolutions and proceedings at meetings of the Company and of the Board and of committees of directors set up by the Board, including the names of the members of the Board present at each such meeting

40 The Board shall have the power from time to time to adopt, make, alter or revoke byelaws for the regulation of the Company by resolution, provided such byelaws are not inconsistent with the Memorandum or Articles of Association Any such resolution of the Board shall be subject to confirmation by special resolution of the Company at the next AGM or other general meeting and, if the resolution is not so confirmed, shall cease to have effect at the conclusion of that meeting All such byelaws for the time being in force, shall be binding upon all Members until the same shall cease to have effect or shall be varied or revoked by a special resolution of the Company No Member shall be absolved from such byelaws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them

41 The members of the Board may act notwithstanding any vacancy in their body

#### **PROCEEDINGS OF THE BOARD**

42 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit The Board shall from time to time determine the quorum and unless otherwise determined where there is only 1 member of the Board the quorum shall be 1 and where there are 2 or more members of the Board the quorum shall be 3 Questions arising at any meeting shall be decided by a majority vote

43 A member of the Board may call a meeting of the Board on reasonable notice

44 The Board may appoint one of themselves to be the chairman of the Board and may at any time remove him from that office Unless he is unwilling to do so, the member of the Board so appointed shall preside at every meeting of the Board at which he is present But if there is no member of the Board holding the office of chairman, or if the member of the Board holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the members of the Board present may appoint one of their number to be the chairman of the meeting

45 The Board may delegate any of their powers to any committee consisting of such persons (whether or not members of the Board or the Company) as the Board think fit, provided that such a committee shall consist of at least one member of the Board Any committee so formed may be made subject to any conditions the Board may impose and shall be subject at all times to the control of the Board Subject to any such conditions, the Articles regulating the proceedings of the Board so far as they are capable of applying shall govern the proceedings of such a committee

46 All acts done by any meeting of the Board or of any committee set up by the Board, or by a person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Board or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board or of the committee and had been entitled to vote

47 If one or more members of the Board are communicating with one or more members of the Board by telephone, television or a similar audiovisual communications system, and each of those members of the Board so agree, then, subject to the Act and the other provisions of these Articles, those communications may be treated as a valid meeting of directors at which each of those members of the Board are present

48 A resolution in writing signed by all the members of the Board entitled to receive notice of a meeting of the Board or of any committee set up by the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held

and may consist of several documents in the like form, each signed by one or more members of the Board

#### **DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD**

49 A member of the Board shall be disqualified as such and shall vacate the office of a member of the Board if

- (1) he is made bankrupt, a receiving order is made against him or he makes any arrangement or composition with his creditors generally,
- (2) he becomes of unsound mind,
- (3) he ceases to be a Member,
- (4) by notice in writing to the Company he resigns his office,
- (5) he ceases to hold office by reason of any provision of the Act,
- (6) he becomes prohibited by law from being a member of the Board, or
- (7) he is removed from office by a resolution passed pursuant to the Act

In the case of such disqualification, the Board shall have a power of attorney in respect of any disqualified director to sign any documentation required to give effect to the termination of directorship

#### **SECRETARY**

50 The Board may appoint a Secretary on such terms and at such remuneration and upon such conditions as they think fit, and they may remove any Secretary so appointed. The Board may from time to time by resolution appoint or remove an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if the Secretary is not capable of acting

#### **OBJECTS OF THE COMPANY**

51 The Company's objects shall be as follows

- (1) For the benefit of the Tenants to own, manage and administer in whole or in part the Managed Property, the Managed Areas, and any ancillary facilities that are capable of benefiting the Tenants in accordance with the Lease ("together the Property"),
- (2) To provide all manner of services in connection with the management, administration, insurance, external maintenance, repair, decoration and upkeep of the Property as may be required under the Lease and to provide services for the Tenants as may be necessary under the Lease (together "the Management") which shall include the power to
  - (a) enter into such deeds, agreements, leases, transfers or instruments containing such covenants, provisions and conditions as may be requisite to secure the full enjoyment to the Tenants and to provide for the Management of the Property and services for the Tenants,
  - (b) estimate the costs of the Management of the Property and the provision of services for the Tenants,
  - (c) collect all rents, charges, other income and such sums as shall be due from the Tenants under the provisions of the Articles and the Lease,
  - (d) engage and employ professional and business persons such as managers, managing agents, accountants, surveyors, architects, solicitors, main contractors and sub-contractors and retainers of all kinds necessary to the Management of the Property,
  - (e) pay out of the funds of the Company the costs, fees, charges, expenses, salaries, wages and commissions of any person, or persons, engaged, or employed, by the Company and

all rates, taxes, premiums and outgoings in respect of the Property, and all other expenses incurred by the Company,

- (f) pay out of the funds of the Company all costs and expenses of, or incidental to, the promotion, formation and incorporation of the Company or to contract with any person firm or company to pay the same,
- (g) improve, manage, cultivate, construct, maintain, repair, decorate, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the Property and rights of the Company,
- (h) enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) or any corporations, companies or persons that seem conducive to the attainment of the objects of the Company, or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges or concessions the Company may think desirable and to carry out, exercise and comply with such charters, contracts, decrees, rights, privileges and concessions,
- (i) support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its directors or Members,
- (j) insure the Property of the Company, or and any other property in which it has an interest, against damage or destruction, and such other risks as may be considered necessary, appropriate or desirable, and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against,
- (k) establish and maintain capital reserves, management funds and any form of sinking fund, in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the objects of the Company, and to require the Tenants to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit,
- (l) enforce all covenants and all rights, and perform all obligations, contained in the Lease,
- (m) purchase, take on lease, or otherwise acquire, grant, sell, hold, or dispose of any estate, or interest in any real or personal property, or such other rights or interests whatsoever which may be necessary for, may be conveniently used with, or may enhance the value of any other property of the Company, as the Company shall think fit,
- (n) accept, draw, make, discount, endorse, execute, negotiate and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments,
- (o) invest and deal with any monies of the Company, not immediately required, in any investment from time to time authorised by law for the investment of trust funds and to hold, sell, or otherwise deal with any investments made,
- (p) borrow and raise money in any manner the Company shall think fit and, in particular, by the issue of debentures or debenture stock, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, lien, standard security, or other security upon the whole or any part of the Property of the Company, or any other property or assets (whether present or future) of the Company, and also, by a similar, mortgage, charge, lien, or security, to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it,
- (q) carry on all or any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with, or ancillary to, any of the above objects, or which it may be advisable to undertake for the purposes thereof, and

- (r) do all such things as may be deemed incidental, or conducive, to the attainment of any or all of the above objects of the Company

- 52 None of the objects set out in Article 51 shall be restrictively construed and the widest interpretation shall be given to each such object and each of the sub-clauses of Article 51 shall be construed independently of each other, except where the context expressly requires otherwise, and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause. The Company shall have as full a power to exercise each and every one of the objects specified in Article 51 as though each such sub-clause of Article 51 contained the objects of a separate Company
- 53 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company, as set out in Article 51, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise, by way of profit to the Members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer, employee, agent, or servant of the Company, or to any Member, in return for any services actually rendered to the Company, nor prevent the payment of interest on money lent, or reasonable and proper repayment of out of pocket expenses, or reasonable and proper payment of rent for any premises demised or let to the Company
- 54 The Company shall not trade and any funds not required for the purposes of the objects of the Company, as set out in Article 51, shall be returned to the Members
- 55 Articles 51 to 55 inclusive cannot be amended without the agreement of all of the Members of the Company

#### **OBLIGATIONS OF MEMBERS**

- 56 Every Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member, or within one year afterwards, for the payment of the debts and liabilities of the Company contracted before he ceases to be a Member, the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves. Such amount, as may be required, shall not exceed £1
- 57 The Members shall from time to time and whenever called upon to do so by the Company pay to the Company a fair proportion of the costs and expenses incurred by the Company in carrying out its obligations in respect of the Management of the Property or in doing such other things as the Company may deem to be necessary or desirable in carrying out the objects of the Company as set out in Article 51

#### **NOTICE PROVISIONS**

- 58 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications
- 59 The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member
- 60 Any notice, document or other information shall be deemed served on or delivered to the intended recipient
- (1) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted,
  - (2) if properly addressed and delivered by hand, when it was given or left at the appropriate address,

- (3) if properly addressed and sent or supplied by electronic means, 1 hour after the document or information was sent or supplied, and
- (4) 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 purpose of this Article 60, no account shall be taken of any part of a day that is not a working day

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

## **ACCOUNTS**

- 62 The Board shall ensure that accounts and/or accounting records are kept in accordance with the Act
- 63 The accounts and/or accounting records shall be kept at the registered office of the Company or, subject to the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company
- 64 The accounts and/or accounting records shall be open to the inspection of any Member on reasonable notice
- 65 A copy of the accounts and/or accounting records (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with the Board's Report shall not less than 21 days before the date of the meeting be sent to every Member and every holder of debentures of the Company provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures