



FILE COPY

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

Company Number **10292430**

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

8 ST GEORGE'S ROAD MANAGEMENT LIMITED

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

Given at Companies House on **22nd July 2016**



N10292430



Companies House



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

IN01

Application to register a company

455891/40



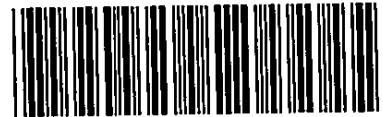
Companies House

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

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

☒ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership.
If you are using this form to register
this, please use form LL.
You can use this form if any individual
with significant control over the company
or has applied for protection from creditors
having their details disclosed in the
public register. Contact the
companieshouse.gov.uk for more
information on the separate form.

For further information, please
refer to our guidance at



A10

A5AUG31U
09/07/2016
COMPANIES HOUSE

#63

Part 1 Company details

A1

Company name

Check if a company name is available by using our name availability search

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

8 ST GEORGE'S ROAD MANAGEMENT LIMITED

For official use

10292430

→ **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 at
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 at
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

IN01

Application to register a company

A4

Company type¹

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

¹ Company type

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

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ²

Classification code 1	9	8	0	0	0
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below

Principal activity description

² Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website www.gov.uk/companieshouse

A6

Situation of registered office ¹

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

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

¹ Registered office

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

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

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

IN01

Application to register a company

A7 Registered office address ①

	Please give the registered office address of your company									
Building name/number	FLAT 1									
Street	8 ST GEORGE'S ROAD									
Post town	BEDFORD									
County/Region	BEDFORDSHIRE									
Postcode	M	K	4	0		2	L	S		

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A6

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

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

A8 Articles of association ②

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

② For details of which company type can adopt which model articles, please go to our website www.gov.uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

A9 Restricted company articles ③

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

☐
③ Restricted company articles

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

IN01

Application to register a company

Part 2

Proposed officers

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

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

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

Secretary

B1

Secretary appointments ^①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-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 ^①

Building name/number	
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 secretaries 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

Corporate secretary

C1	Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
	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	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
C2	Location of the registry of the corporate body or firm		
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	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			
C4	Non-EEA companies		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
	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			

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*	MS	
Full forename(s)	LINDSAY ANN	
Surname	VINTINER	
Former name(s) ^②		
Country/State of residence ^③	ENGLAND	
Nationality	BRITISH	
Month/year of birth ^④	<div>X</div> <div>X</div> <div>0</div> <div>4</div> <div>1</div> <div>9</div> <div>8</div> <div>3</div>	
Business occupation (if any) ^⑤	AUCTIONEER	

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	33	
Street	IVY LANE	
Post town	WILSTEAD	
County/Region	BEDFORDSHIRE	
Postcode	<div>M</div> <div>K</div> <div>4</div> <div>5</div> <div></div> <div>3</div> <div>D</div> <div>N</div>	
Country	ENGLAND	

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*	MR	
Full forename(s)	NEAL	
Surname	ASSING	
Former name(s) ②		
Country/State of residence ③	ENGLAND	
Nationality	BRITISH	
Month/year of birth ④	<div>X</div> <div>X</div> <div>0</div> <div>1</div> <div>1</div> <div>9</div> <div>7</div> <div>1</div>	
Business occupation (if any) ⑤	BUSINESS DEVELOPMENT DIRECTOR	

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 ⑥	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	28	
Street	HOWDEN ROAD	
Post town	LONDON	
County/Region	LONDON	
Postcode	<div>S</div> <div>E</div> <div>2</div> <div>5</div> <div></div> <div>4</div> <div>A</div> <div>S</div>	
Country	ENGLAND	

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.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments 	
Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm		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
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
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 	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered 		
Registration number		
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		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
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered 		
If applicable, the registration number		

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	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.
Full forename(s)	GENEVIEVE	
Surname	OLLEREARNSHAW	
Former name(s) ②		
Country/State of residence ③	ENGLAND	
Nationality	BRITISH	
Month/year of birth ④	X X m1 m2 y1 y9 y6 y0	
Business occupation (if any) ⑤	YOGA AND DANCE TEACHER	

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	FLAT 1	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.
Street	8 ST GEORGE'S ROAD	
Post town	BEDFORD	
County/Region	BEDFORDSHIRE	
Postcode	M K 4 0 2 L S	
Country	ENGLAND	

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)	JACQUELINE	
Surname	MILLER	
Former name(s) ②		
Country/State of residence ③	ENGLAND	
Nationality	BRITISH	
Month/year of birth ④	X X m1 m1 y1 y9 y5 y5	
Business occupation (if any) ⑤	COMPANY SECRETARY	

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	45	
Street	HIGH STREET	
	SHERINGTON	
Post town	NEWPORT PAGNELL	
County/Region	BUCKINGHAMSHIRE	
Postcode	M K 1 6 9 N U	
Country	ENGLAND	

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

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**Statement of capital**

Complete the table(s) below to show the share capital

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

Continuation pages

Please use a continuation page if necessary

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
---	---	------------------	---	--

Currency table A

£	ORDINARY	4	£4 00	
Totals		4	£4 00	£4 00

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
4	£4 00	£0 00

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

IN01

Application to register a company

F2

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 **Section F1**

Class of share

ORDINARY

Prescribed particulars
①

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES AND IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS AND ANY OTHER DISTRIBUTION AND TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.

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

IN01

Application to register a company

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

IN01

Application to register a company

F3

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) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name LINDSAY ANN VINTINER	ORDINARY	1	£	1 00		1 00
Address 33 IVY LANE, WILSTEAD, BEDFORDSHIRE MK45 3DN						
Name NEAL ASSING	ORDINARY	1	£	1 00		1 00
Address 28 HOWDEN ROAD, LONDON SE25 4AS						
Name GENEVIEVE OLLEREARNSHAW	ORDINARY	1	£	1 00		1.00
Address FLAT 1, 8 ST GEORGE'S ROAD, BEDFORD, BEDFORDSHIRE MK40 2LS						
Name JACQUELINE MILLER	ORDINARY	1	£	1.00		1.00
Address 45 HIGH STREET, SHERINGTON, NEWPORT PAGNELL MK16 9NU						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to **Part 5** People with significant control (PSC)**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

4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

IN01

Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

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

④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register**

H1

Statement of initial significant control ^①

☐ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

① Statement of initial significant control
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

☒ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

IN01

Application to register a company

Individual PSC

H3	Individual's details	<p>① Country/State of residence This is in respect of the usual residential address as stated in section H6</p> <p>② Month and year of birth Please provide month and year only</p>
Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company		
Title*		
Full forename(s)		
Surname		
Country/State of residence ①		
Nationality		
Month/year of birth ②	<div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>	
H4	Individual's service address ①	<p>① Service address This is the address that will appear on the public record. This does not have to be the individual's usual residential address.</p> <p>If you provide the individual's residential address here it will appear on the public record</p>
Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		

IN01

Application to register a company

H7

Nature of control for an individual^①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control^②

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

② Tick each that apply

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply

IN01

Application to register a company

Individual PSC

H3	Individual's details	❶ Country/State of residence This is in respect of the usual residential address as stated in section H6 ❷ Month and year of birth Please provide month and year only
Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company		
Title*		
Full forename(s)		
Surname		
Country/State of residence ^❶		
Nationality		
Month/year of birth ^❷	X X m m y y y y	

H4	Individual's service address^❶	❶ Service address This is the address that will appear on the public record. This does not have to be the individual's usual residential address. If you provide the individual's residential address here it will appear on the public record
Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

IN01

Application to register a company

H7

Nature of control for an individual^①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ¹

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹Tick each that apply.

IN01

Application to register a company

Relevant legal entity (RLE)

11	RLE details ^①	
Corporate or firm name		① Registered or principal office address This is the address that will appear on the public record
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

12	Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register	① Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register
Legal form		
Governing law		
If applicable, register in which RLE is entered ^①		
Country/State ^①		
Registration number ^①		

IN01

Application to register a company

13

Nature of control for the RLE ^①

Please indicate how the RLE has significant control over the company

① Tick each that apply

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

Nature of control by a firm over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

① Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

15

Nature of control by a trust over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① **Principal office address**

This is the address that will appear on the public record

J3

Legal form and governing law

Legal form

Governing law

IN01

Application to register a company

J4

Nature of control ^①

Please show how the ORP has significant control over the company

① Tick each that apply

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

J5

Nature of control by a firm over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

① Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

J6

Nature of control by a trust over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

IN01

Application to register a company

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1

Election to keep secretaries' register information on the public register ^①

☐ All subscribers elect to keep secretaries' register information on the public register

^① only applies if the proposed company will have a secretary

K2

Election to keep directors' register information on the public register

IMPORTANT

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ^②

☐ All subscribers elect to keep directors' register information on the public register

^② If the subscribers don't make this election, only the month and year of birth will be available on the public record

K3

Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

K4

Election to keep members' register information on the public register

IMPORTANT.

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable)

K5

Election to keep PSC register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ^③

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election

^③ If the subscribers don't make this election, only the month and year of birth will be available on the public record

^④ **Eligible person**

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

Part 7 **Consent to act****L1** **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 8 **Statement about individual PSC particulars****M1** **Particulars of an individual PSC ^①**

Please tick the box to confirm

- ☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

^① Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 **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 N1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section N2** (Statement of compliance delivered by an agent).

N1 **Statement of compliance delivered by the subscribers ^②**

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

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

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

^② **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

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

N2

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	WOODFINES LLP
Building name/number	16
Street	ST CUTHBERTS STREET
Post town	BEDFORD
County/Region	BEDFORDSHIRE
Postcode	M K 4 0 3 J G
Country	ENGLAND
Agent's signature	<div><div>Signature</div><div>X <i>Woodfines</i> X</div></div>

IN01

Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **JOHN YATCHISIN**

Company name **WOODFINES LLP**

Address **16**

ST CUTHBERTS STREET

Post town **BEDFORD**

County/Region **BEDFORDSHIRE**

Postcode **M K 4 0 3 J G**

Country **ENGLAND**

DX **DX5619 BEDFORD**

Telephone **01234 270600**

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A7)
☐ At the agents address (Given in Section N2).

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following.

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent
- ☒ You have used the correct appointment sections
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☒ The document has been signed, where indicated
- ☒ All relevant attachments have been included
- ☒ You have enclosed the Memorandum of Association
- ☒ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register

**How to pay**

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.gov.uk/companieshouse

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 or 790ZF exemption
If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

COMPANY HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF

8 ST GEORGE'S ROAD MANAGEMENT LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of each subscriber

Authentication by each subscriber

Lindsay Ann Vintiner

Genevieve Ollerearnshaw

Jacqueline Miller

Neal Assing

[Signature]
Genevieve Ollerearnshaw
[Signature]
Miller
[Signature]
Neal Assing

Dated 07/07/2016

SATURDAY



A10 *A5AUG31M* 09/07/2016 #62
COMPANIES HOUSE

ARTICLES OF ASSOCIATION

OF

8 St George's Road Management Limited

Index to the Articles

PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

- 1 Defined terms
- 2 Exclusion of Model Articles
- 3 Liability of members
- 4 Objects of the Company
- 5 Membership

PART 2: DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

- 6 Number of Directors
- 7 Directors' general authority
- 8 Shareholders' reserve power
- 9 Directors may delegate
- 10 Committees

DECISION-MAKING BY DIRECTORS

- 11 Directors to take decisions collectively
- 12 Unanimous decisions
- 13 Calling a Directors' meeting
- 14 Participation in Directors' meetings
- 15 Quorum for Directors' meetings
- 16 Chairing of Directors' meetings
- 17 Casting vote
- 18 Conflicts of interest
- 19 Records of decisions to be kept
- 20 Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

- 21 Method of appointing Directors
- 22 Termination of Director's appointment
- 23 Directors' remuneration
- 24 Directors' expenses

PART 3 SHARES AND DISTRIBUTIONS

SHARES

- 25 All shares to be fully paid up
- 26 Authorised Share Capital
- 27 Company not bound by less than absolute interests
- 28 Share certificates
- 29 Replacement share certificates
- 30 Share transfers to whom shares are to be transferred
- 31 Share transfers, method
- 32 Transmission of shares
- 33 Exercise of transmitters' rights
- 34 Transmitters bound by prior notices

DISTRIBUTIONS

- 35 Dividends and other distributions

PART 4. DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

- 36 Calling general meetings
- 37 Attendance and speaking at general meetings
- 38 Quorum for general meetings
- 39 Chairing general meetings
- 40 Attendance and speaking by Directors and non-Shareholders
- 41 Adjournment

VOTING AT GENERAL MEETINGS

- 42 Votes of members
- 43 Voting general
- 44 Errors and disputes
- 45 Poll votes
- 46 Content of Proxy Notices

47 Delivery of Proxy Notices

PART 5: ADMINISTRATIVE ARRANGEMENTS

48 Means of communication to be used

49 Company seals

50 No right to inspect accounts and other records

DIRECTORS' INDEMNITY AND INSURANCE

51 Indemnity

52 Insurance

PART 1

INTERPRETATION; LIABILITY OF MEMBERS, OBJECTS OF THE COMPANY; MEMBERSHIP

1 Defined terms

In the articles, unless the context requires otherwise--

'articles'	means the Company's articles of association
'Bankruptcy'	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of Bankruptcy
'Board'	means the board of Directors of the Company from time to time
'Chairman'	has the meaning given in article 16
'Chairman of the meeting'	has the meaning given in article 39
'Company'	means the Company known as 8 St George's Road Management Limited (company number) whose registered office is at Flat 1, 8 St George's Road Bedford, MK40 2LS
'Companies Acts'	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company
'Director'	means Lindsay Vintiner of 33 Ivy Lane, Wilstead, Bedfordshire MK45 3DN, Genevieve Ollerearnshaw of Flat 1, 8 St George's Road Bedford, MK40 2LS, Jacqueline Miller of 45 High Street, Sherington, Newport Pagnell MK16 9NU, and Neal Assing of 28 Howden Road, London SE25 4AS
'document'	includes, unless otherwise specified, any document sent or supplied in electronic form
'electronic form'	has the meaning given in section 1168 of the Companies Act

2006

'Flat'	means any one of the four flats that form part of the Property
'Flat Owner'	means the leasehold owner for the time being of a Flat
'Freehold Owner'	Means the Crown Estate
'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
'instrument'	means a document in hard copy form
'Model Articles'	has the meaning given in section 19 of the Companies Act 2006
'objects'	has the meaning given in article 4
'ordinary resolution'	has the meaning given in section 282 of the Companies Act 2006
'paid'	means paid or credited as paid
'Property'	means the property known as 8 St George's Road, Bedford MK40 2LS registered at HM Land Registry with Title Number BD35696 comprising 4 flats, the communal parts, gardens and grounds
'Proxy Notice'	has the meaning given in article 46
'Qualifying Person'	has the meaning given in section 318 of the Companies Act 2006
'Shareholder'	means a person who is the Holder of a share
'shares'	means shares in the Company
'special resolution'	has the meaning given in section 283 of the Companies Act 2006
'Subsidiary'	has the meaning given in section 1159 of the Companies Act 2006

'Transfer Date'	means the date on which the Freehold Owner transfers to the Company the freehold estate in the whole of the Property so that the Company becomes entitled to be registered at the Land Registry as the proprietor of the freehold estate
'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'	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company

2 Exclusion of Model Articles

These articles exclude the Model Articles

3 Liability of members

The liability of the members on any form of winding up of the company is limited to the amount, if any, unpaid, whether as to nominal value or premium, on the shares held by them

4 Objects of the Company

The objects of the Company are to

- (a) acquire the freehold of the Property from the Freehold Owner,
- (b) manage and maintain the communal parts of the Property,
- (c) to hold the communal parts of the Property for the benefit of the members

5 Membership

(1) No person other than the following may be a member of the Company--

- (a) a subscriber to the memorandum,
- (b) a Flat Owner

(2) Every Director must be a member of the Company

-
- (3) Each Flat Owner will hold one share for each Flat owned by that Flat Owner
 - (4) Following adoption of these Articles, each Flat Owner shall become a member on becoming the lessee of a Flat and shall cease to be a member when he ceases to be a Flat Owner and (if required by the Board) on signing such documents as the Board may reasonably require
 - (5) Where two or more persons are the Flat Owner of a Flat they together constitute one member, and the person first named in the register of members may exercise all voting and other rights and powers vested in that member to the exclusion of the other Flat Owners of that Flat. All such Flat Owners shall be subject jointly and severally to any liability imposed on that member under or pursuant to the articles
 - (6) Where two or more persons jointly are the Flat Owners of a Flat comprised in the Property the role of Director shall either vest in the person first named in the register of members or, where both persons have signed a declaration to that effect, in the person second named or named thereafter, as appropriate in the circumstances
 - (7) Where a Flat Owner transfers their Flat and their share in the Company and ceases to be a member of the Company, the new Flat Owner on becoming a member has the right to be appointed a Director on giving notice to the other members and on having given notice the new Flat Owner will be entitled to file their appointment with Companies House,
 - (8) Companies House filing codes shall be provided to new members on transfer of an outgoing member's share to them
 - (9) If two or more persons are the Flat Owner of a Flat and together constitute one member but the first named person in the register between the Flat Owner is not present at any meeting but any other member is present, that member may vote in the order of seniority on the register

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6 Number of Directors

- (1) Upon incorporation of the Company, the Directors shall be the sole Directors of the Company until a new Flat Owner is appointed Director on transfer of the Flat and (as provided in article 30) the share of an outgoing Flat Owner to the new Flat Owner. Each Director shall remain a Director of the Company until termination of his or her appointment in accordance with article 22.
- (2) After the Transfer Date, unless otherwise determined by ordinary resolution, the number of Directors shall be not less than 2 and not more than 4.
- (3) Where two or more persons are the Flat Owner of a Flat only one of them may be elected as a Director of the Company at any one time.

7 Directors' general authority

Subject to the articles, the Directors are responsible for the management of the Company's business in accordance with its objects, for which purpose they may exercise all the powers of the Company.

8 Shareholders' reserve power

- (1) Except with the authority of a special resolution the Directors may not sell, dispose of, charge, or transfer the business, property and undertaking of the Company, or any part thereof, for any consideration.
- (2) The Shareholders may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- (3) No such special resolution invalidates anything which the Directors have validly done before the passing of the resolution.

9 Directors may delegate

- (1) Subject to the articles, the Directors may delegate any of the powers which are conferred on them under the articles--

- (a) to a Director or to a committee including at least one Director,
 - (b) by such means (including by power of attorney),
 - (c) to such an extent,
 - (d) in relation to such matters or territories, and
 - (e) on such terms and conditions as they think fit
- (2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated
- (3) The Directors may revoke any delegation in whole or in part, or alter its terms and conditions

10 Committees

- (1) Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by Directors
- (2) The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them
- (3) No person who is not a Flat Owner may be appointed to any Committee unless such appointment is approved by an ordinary resolution of the members of the Company

DECISION-MAKING BY DIRECTORS

11 Directors to take decisions collectively

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 12

12 Unanimous decisions

- (1) A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing

- (3) References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting
- (4) A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting

13 Calling a Directors' meeting

- (1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice
- (2) Notice of any Directors' meeting must indicate--
 - (a) its proposed date and time;
 - (b) where it is to take place, and
 - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- (3) Notice of a Directors' meeting must be given to each Director, but need not be in writing
- (4) Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

14 Participation in Directors' meetings

- (1) Subject to the articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when--
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other
- (3) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

15 Quorum for Directors' meetings

- (1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (2) After the Transfer Date, the quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two
- (3) From the date of incorporation until the appointment of a further Flat Owner as a third Director, the quorum required for a Directors' meeting shall be two
- (4) If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision--
 - (a) to appoint further Directors, or
 - (b) to call a general meeting so as to enable the Shareholders to appoint further Directors

16 Chairing of Directors' meetings

- (1) The Directors may from time to time by majority decision decide to appoint a Director to chair their meetings
- (2) The person so appointed for the time being is known as the Chairman
- (3) The Directors may terminate the Chairman's appointment at any time
- (4) If the Chairman is not participating in a Directors' meeting within 10 minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it

17 Casting vote

The Chairman (if any) of a meeting of the Directors shall not have a second or casting vote if the number of votes for or against are equal

18 Conflicts of interest

- (1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes

- (2) But if paragraph (3) applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes
- (3) This paragraph applies when--
- (a) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a Director from being counted as participating in the decision-making process,
 - (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - (c) the Director's conflict of interest arises from a permitted cause
- (4) For the purposes of this article, the following are permitted causes--
- (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries,
 - (b) subscription, or agreement to subscribe, for shares or other securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities,
 - (e) the Director being a Flat Owner
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting
- (6) Subject to paragraph (7), if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

19 Records of decisions to be kept

The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors

20 Directors' discretion to make further rules

Subject to the articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors

APPOINTMENT OF DIRECTORS

21 Method of appointing Directors

- (1) Subject to the articles, any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director--
 - (a) by ordinary resolution, or
 - (b) by a decision of the Directors
- (2) In any case where, as a result of death, the Company has no 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
- (3) For the purposes of paragraph (3), where 2 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

22 Termination of Director's appointment

A person ceases to be a Director as soon as--

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law,
- (b) a Bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms,

- (g) they cease to be a member of the Company, or
- (h) they cease to be Flat Owner

23 Directors' remuneration

- (1) Directors may undertake any services for the company that the directors decide
- (2) Directors are entitled to such remuneration as the directors determine—
 - (a) for their services to the company as directors, and
 - (b) for any other service which they undertake for the company
- (3) Subject to the articles, a director's remuneration may—
 - (a) take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day
- (5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

24 Directors' expenses

- The Company with the approval of an ordinary resolution may pay any reasonable expenses which the Directors properly incur in connection with their attendance at-
- (a) meetings of Directors or committees of Directors,
 - (b) general meetings,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

PART 3

SHARES AND DISTRIBUTIONS

SHARES

25 All shares to be fully paid up

- (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

26 Authorised share capital

- (1) The initial share capital of the Company shall be the 4 ordinary shares issued on incorporation
- (2) Save for the issue of shares to Flat Owners in accordance with Article 5(3) and otherwise to the extent authorised by these articles, or authorised from time to time by a special resolution of the Shareholders, the Directors shall not exercise any power to allot shares or to grant rights to subscribe for, or to convert any security into, any shares in the Company

27 Company not bound by less than absolute interests

Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the articles, the Company is not in any way to be bound by or recognise any interest in a share other than the Holder's absolute ownership of it and all the rights attaching to it

28 Share certificates

- (1) The Company must issue each Shareholder, free of charge, with one or more certificates in respect of the shares which that Shareholder holds
- (2) Every certificate must specify--
- (a) in respect of how many shares, of what class, it is issued,
 - (b) the nominal value of those shares,
 - (c) that the shares are fully paid, and
 - (d) any distinguishing numbers assigned to them

- (3) No certificate may be issued in respect of shares of more than one class
- (4) If more than one person holds a share, only one certificate may be issued in respect of it
- (5) Certificates must be executed in accordance with the Companies Acts

29 Replacement share certificates

- (1) If a certificate issued in respect of a Shareholder's shares is--
 - (a) damaged or defaced, or
 - (b) said to be lost, stolen or destroyed,that Shareholder is entitled to be issued with a replacement certificate in respect of the same shares
- (2) A Shareholder exercising the right to be issued with such a replacement certificate--
 - (a) may at the same time exercise the right to be issued with a single certificate or separate certificates,
 - (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced, and
 - (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide

30 Share transfers: to whom shares are to be transferred

- (1) A Flat Owner must transfer his or her shares on the transfer of his or her Flat to the transferee of the Flat
- (2) If a Director or a Flat Owner fails to transfer his or her shares in accordance with paragraph (1) of this article the Directors may at their discretion appoint some person to sign an instrument of transfer of those shares on his or her behalf
- (3) A Director may not transfer his or her shares except to any successor of his or her as a Director or in accordance with paragraph 1 of this article
- (4) A Flat Owner may not transfer his or her shares except in accordance with paragraph (1) of this article

31 Share transfers; method

- (1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the Directors, which is executed by or on behalf of the transferor
- (2) The Directors shall register the transfer of a share permitted or required by, and made in accordance with, the articles and shall not register any other transfer of a share
- (3) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- (4) The Company may retain any instrument of transfer which is registered
- (5) The transferor remains the Holder of a share until the transferee's name is entered in the register of members as Holder of it
- (6) If the Directors refuse to register the transfer of a share, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

32 Transmission of shares

- (1) If title to a share passes to a Transmittree, the Company may only recognise the Transmittree as having any title to that share
- (2) A Transmittree who produces such evidence of entitlement to shares as the Directors may properly require-
 - (a) may, subject to the articles, choose either to become the Holder of those shares or to have them transferred to another person who is entitled to the shares as stated in these articles, and
 - (b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the Holder had
- (3) But Transmittrees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the Holder's death or Bankruptcy or otherwise, unless they become the holders of those shares

33 Exercise of Transmittrees' rights

- (1) Transmittrees who wish to become the Holders of shares to which they have become entitled must notify the Company in writing of that wish

- (2) If the Transmittree wishes to have a share transferred to another person, the Transmittree must execute an instrument of transfer in respect of it
- (3) 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

34 Transmittrees bound by prior notices

If a notice is given to a Shareholder in respect of shares and a Transmittree is entitled to those shares, the Transmittree is to be bound by the notice if it was given to the Shareholder before the Transmittree's name has been entered in the register of members

DISTRIBUTIONS

35 Dividends and other distributions

The Company shall not have power to pay or declare any dividend or bonus or make any distribution of any assets to the members except on a winding up provided that nothing in this article shall prevent the payment of proper remuneration or fees to any person employed by or providing services to the Company nor the payment of interest at a rate not exceeding 10% a year on money lent by a member to the Company

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

36 Calling general meetings

- (1) From the date of incorporation until the appointment of a Flat Owner as a third Director, the Directors may call a general meeting of the Company
- (2) Thereafter, if--
 - (a) the Company has no Directors or fewer than two Directors, and
 - (b) the Director (if any) is unable or unwilling to appoint sufficient Directors to make up a quorum or to call a general meeting to do so,then two or more members may call a general meeting or may instruct the Company secretary (if any) to do so for the purpose of appointing one or more Directors

37 Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- (2) A person is able to exercise the right to vote at a general meeting when--
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- (3) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

38 Quorum for general meetings

- (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
- (2) Two qualifying persons shall be a quorum
- (3) If at any time the total number of members of the Company is less than two, then the quorum for general meetings as stated in article 39(2) shall not apply until such time as the number of members of the Company rises to two or more

39 Chairing general meetings

- (1) If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so
- (2) If the Directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within 10 minutes of the time at which a meeting was due to start--
 - (a) the Directors present, or
 - (b) (if no Directors are present), the meeting,must appoint a Director or Shareholder to chair the meeting
- (3) The appointment of the Chairman of the meeting must be the first business of the meeting
- (4) The person chairing a meeting in accordance with this article is referred to as 'the Chairman of the meeting'

40 Attendance and speaking by Directors and non-Shareholders

The Chairman of the meeting may permit other persons who are not--

- (a) Shareholders of the Company, or
 - (b) otherwise entitled to exercise the rights of Shareholders in relation to general meetings,
- to attend and speak at a general meeting

41 Adjournment

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it

- (2) The Chairman of the meeting may adjourn a general meeting at which a quorum is present if--
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- (3) The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- (4) When adjourning a general meeting, the Chairman of the meeting must--
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place fixed by the Directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)--
 - (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- (6) No business may be transacted at an adjourned meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

42 Votes of members

Subject to any rights or restrictions attached to any shares--

- (a) on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote,
- (b) on a poll every member shall have one vote, and

43 Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

44 Errors and disputes

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- (2) Any such objection must be referred to the Chairman of the meeting, whose decision is final

45 Poll votes

- (1) A poll on a resolution may be demanded--
 - (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- (2) A poll may be demanded by--
 - (a) the Chairman of the meeting,
 - (b) the Directors,
 - (c) two or more persons having the right to vote on the resolution, or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the Shareholders having the right to vote on the resolution
- (3) A demand for a poll may be withdrawn if--
 - (a) the poll has not yet been taken, and
 - (b) the Chairman of the meeting consents to the withdrawal
- (4) Polls must be taken immediately and in such manner as the Chairman of the meeting directs

46 Content of Proxy Notices

- (1) Proxies may only validly be appointed by a notice in writing (a 'Proxy Notice') which--
 - (a) states the name and address of the Shareholder appointing the proxy,
 - (b) identifies the person appointed to be that Shareholder's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the Shareholder appointing the proxy, or is authenticated in such manner as the Directors may determine, and
 - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

- (2) The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes
- (3) Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a Proxy Notice indicates otherwise, it must be treated as--
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself

47 Delivery of Proxy Notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person
- (2) An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

PART 5

ADMINISTRATIVE ARRANGEMENTS

48 Means of communication to be used

- (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

- (2) Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being
- (3) A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

49 Company seals

- (1) Any common seal may only be used by the authority of the Directors
- (2) The Directors may decide by what means and in what form any common seal is to be used
- (3) Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- (4) For the purposes of this article, an authorised person is--
 - (a) any Director of the Company,
 - (b) the company secretary (if any), or
 - (c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied

50 No right to inspect accounts and other records

Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Shareholder

DIRECTORS' INDEMNITY AND INSURANCE

51 Indemnity

- (1) Subject to paragraph (2), a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against--
 - (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

- (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that Director as an officer of the Company or an associated company
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- (3) In this article--
 - (a) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a 'relevant Director' means any Director or former Director of the Company or an associated company

52 Insurance

- (1) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss
- (2) In this article--
 - (a) a 'relevant Director' means any Director or former Director of the Company or an associated company,
 - (b) a 'relevant loss' means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
 - (c) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate