



FILE COPY

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

Company Number **10330611**

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

ABBEY WALK MANAGEMENT COMPANY LIMITED

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

Given at Companies House on **15th August 2016**



N103306112



Companies House



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

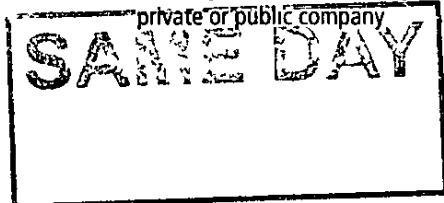
IN01

Application to register a company

845847-100

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

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



☒ What this form is NOT for
You cannot use this form to register
a limited liability partnership.
If you are using this form to register
this, please use form LL1.
You must use this form if any individual
with significant control is involved
or has applied for protection from
having their details disclosed to the
public register. Contact enquiries@
companieshouse.gov.uk to get a
separate form



A05 *A5D9X2YR*
13/08/2016 #41
COMPANIES HOUSE

A04 *A5D4RLB5*
11/08/2016 #29
COMPANIES HOUSE

Part 1 Company details

A1	Company name	<p>→ Filling in this form Please complete in typescript or in bold black capitals.</p> <p>All fields are mandatory unless specified or indicated by *</p> <p>❶ Duplicate names Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance at www.gov.uk/companieshouse</p>
	<p>Check if a company name is available by using our name availability search www.companieshouse.gov.uk/info</p>	
	<p>Please show the proposed company name below</p>	
	<p>Proposed company name in full ❶</p>	
	<p>For official use</p>	
	<p>10330611</p>	

A2	Company name restrictions ❶	<p>❷ 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</p>
	<p>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</p>	
	<p><input type="checkbox"/> 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</p>	

A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' ❶	<p>❸ 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</p>
	<p>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</p>	
	<p><input type="checkbox"/> 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</p>	

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Application to register a company

A4

Company type^①

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 ^③

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

③ 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

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Application to register a company

A7 Registered office address ①

	Please give the registered office address of your company									
Building name/number	One Eleven									
Street	Edmund Street									
Post town	Birmingham									
County/Region	West Midlands									
Postcode	B	3		2	H	J				

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**

	Please use this section to list all the corporate secretary appointments taken on formation		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
Name of corporate body/firm	Gateley Secretaries Limited		
Building name/number	One Eleven		
Street	Edmund Street		
Post town	Birmingham		
County/Region	West Midlands		
Postcode	B 3 2 H J		
Country	United Kingdom		

C2 Location of the registry of the corporate body or firm

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

- ✓ → Yes Complete **Section C3 only**
 → No Complete **Section C4 only**

C3 EEA companies ②

	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	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)
Where the company/firm is registered ③	England and Wales	
Registration number	03520422	

C4 Non-EEA companies

	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		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
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ⑤			
Registration number			

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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)	David
Surname	Gough
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X m 0 m 1 y 1 y 9 y 7 y 2
Business occupation (if any) ⑤	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	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ Service address

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

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

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

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*							
Full forename(s)							
Surname							
Former name(s) ②							
Country/State of residence ③							
Nationality							
Month/year of birth ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <table border="1"> <tr> <td>m</td> <td>m</td> <td>y</td> <td>y</td> <td>y</td> <td>y</td> </tr> </table>	m	m	y	y	y	y
m	m	y	y	y	y		
Business occupation (if any) ⑤							

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only

⑤ Business occupation

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

Additional appointments

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

D2**Director's service address ⑥**

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

Building name/number									
Street									
Post town									
County/Region									
Postcode	<table border="1"> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </table>								
Country									

⑥ Service address

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

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

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

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Application to register a company

Corporate director

E1

Corporate director appointments ①

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm	Lovell Director Limited				
Building name/number	One Eleven				
Street	Edmund Street				
Post town	Birmingham				
County/Region	West Midlands				
Postcode	B	3		2	H J
Country	United Kingdom				

① Additional appointments

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

Registered or principal address

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

E2

Location of the registry of the corporate body or firm

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

→ Yes Complete **Section E3 only**

→ No Complete **Section E4 only**

E3

EEA companies ②

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

Where the company/firm is registered ③	England and Wales
Registration number	05510212

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)

E4

Non-EEA companies

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

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

④ Non-EEA

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

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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

Totals		0	0 00	

Currency table B

Totals		0	0 00	

Currency table C

Totals		0	0 00	

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

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

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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

Prescribed particulars
❶

❶ Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

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

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Application to register a company

Class of share	
Prescribed particulars ❶	

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

The particulars are

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

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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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						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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	Lovell Director Limited
Surname ①	
Address ②	One Eleven, Edmund Street
	Birmingham
Postcode	B 3 2 H J
Amount guaranteed ③	£1
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	

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Application to register a company

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

❶ Name

Please use capital letters

❷ Address

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

❸ Amount guaranteed

Any valid currency is permitted

❹ 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

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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	① Country/State of residence This is in respect of the usual residential address as stated in section H6
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		② Month and year of birth Please provide month and year only
Title*		
Full forename(s)		
Surname		
Country/State of residence ①		
Nationality		
Month/year of birth ②	<div> <div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div>	
H4	Individual's service address ①	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. 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	<div> <div></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 individual¹

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 control¹

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

^① Tick each that apply

IN01

Application to register a company

Individual PSC

H3	Individual's details			
	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		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	
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			
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6		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.	
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

^① Tick each that apply

IN01

Application to register a company

Relevant legal entity (RLE)

11	RLE details ^❶	
Corporate or firm name	Lovell Director Limited	
Building name/number	One Eleven	
Street	Edmund Street	
Post town	Birmingham	
County/Region	West Midlands	
Postcode	B 3 2 H J	
Country	United Kingdom	

❶ Registered or principal office address
 This is the address that will appear on the public record

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	
Legal form	Private company limited by shares	
Governing law	Companies Act 2006	
If applicable, register in which RLE is entered ^❶	England and Wales	
Country/State ^❶	United Kingdom	
Registration number ^❶	05510212	

❶ 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

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

☐ All 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 ^①**

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

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

Subscriber's signature

Signature

X

David
For and on behalf of Lovell & Carter Ltd

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

^① **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

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Agent's signature

Signature

X

X

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 Jack Elms

Company name Gateley Plc

JAE/20342235/053829 585

Address One Eleven

Edmund Street

Post town Birmingham

County/Region West Midlands

Postcode B 3 2 H J

Country United Kingdom

DX 13033 Birmingham - 1

Telephone 0121 234 0000



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

ABBHEY WALK MANAGEMENT COMPANY LIMITED

**A private company limited by guarantee and not
having a share capital**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

One Eleven
Edmund Street
Birmingham
B3 2HJ

DX 13033 Birmingham-1

t +44 (0) 121 234 0000
f +44 (0) 121 234 0001

www.gateleypic.com

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

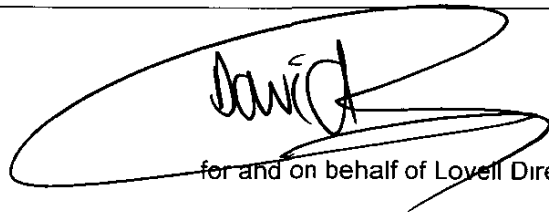
**MEMORANDUM OF ASSOCIATION
OF
ABBAY WALK MANAGEMENT COMPANY LIMITED**

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

Name of each subscriber

Authentication by each subscriber

Lovell Director Limited


for and on behalf of Lovell Director Limited

Dated 10 August 2016

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

**ARTICLES OF ASSOCIATION OF
ABBAY WALK MANAGEMENT COMPANY LIMITED**

1 Definitions and interpretation

1 1 In these Articles the following definitions will apply

Act	the Companies Act 2006,
Adoption Date	the date of the adoption of these Articles by the Company,
Business Day	any day (other than a Saturday, Sunday or public holiday) during which clearing banks in the City of London are open for normal business,
Contract	a contract between a Unit Holder and an Incoming Unit Holder for the transfer of the freehold or leasehold,
Common Parts	the roads, footpaths, courtyards, amenity areas, walkways, landscaped and/or open space areas, fences, walls and other facilities within the Estate which are intended for the benefit and amenity of all the owners and occupiers of the Estate and any other areas from time to time reasonably designated by the Company for common use (but not otherwise),
Developer	Lovell Partnerships Limited, company number 02387333,
Director	a duly appointed director of the Company for the time being,
Eligible Director	a Director who would be entitled to vote on a matter at a meeting of the Directors (but excluding any Director whose vote is not to be counted in respect of the particular matter) and references to "eligible directors" in article 8 of the Model Articles shall be construed accordingly,
Encumbrance	any mortgage, charge (fixed or floating), pledge, lien, option, hypothecation, restriction, right to acquire, right of pre-emption or interest (legal or equitable) including any assignment by way of security, reservation of title, guarantee, trust, right of set off or other third party right or any other encumbrance or security interest having a similar effect howsoever arising,
Estate	the property known as Abbey Road situated at Ellesmere Road, Shrewsbury and each and every part of that property,
Freehold Unit	a freehold Unit comprised in the Estate,
Freehold Unit Holder	a person to whom the freehold of a Freehold Unit is

	transferred, and so that wherever two or more persons are, for the time being, Freehold Unit Holders of the same Freehold Unit they shall for all purposes of these Articles be deemed to constitute one Freehold Unit Holder,
Freehold Unit Resolution	a resolution that is passed by more than 50% of the Freehold Unit Holders,
Incoming Unit Holder	a person to whom the freehold or leasehold of a Unit is transferred,
Last Unit	the last of the Units in respect of which the Developer transfers the freehold or leasehold to a Unit Holder,
Last Unit Holder	the person to whom the Developer transfers the freehold or leasehold of the Last Unit,
Leasehold Unit	a leasehold Unit comprised in the Estate,
Leasehold Unit Holder	a person to whom the leasehold of a Leasehold Unit is transferred, and so that whenever two or more persons are for the time being Leasehold Unit Holders of the same Leasehold Unit they shall for all purposes of these Articles be deemed to constitute one Leasehold Unit Holder,
Leasehold Unit Resolution	a resolution that is passed by more than 50% of the Leasehold Unit Holders,
Member	a registered member of the Company from time to time, as recorded in the register of members of the Company,
Model Articles	the model articles for private companies limited by guarantee contained in schedule 2 of the Companies (Model Articles) Regulations 2008 as amended prior to, and in force as at, the Adoption Date,
Ordinary Member	a Member other than the Special Member,
Special Member	the subscriber to the memorandum of association of the Company and any person nominated by such subscriber to succeed him in accordance with article 3 1,
Unit	any dwelling comprised in the Estate, and
Unit Holder	a Freehold Unit Holder or Leasehold Unit Holder
1 2	These Articles and the provisions of the Model Articles (subject to any modifications set out in these Articles) shall constitute all the articles of association of the Company
1 3	In these Articles a reference to
1 3 1	a statutory provision includes a reference to the statutory provision as replaced, modified or re-enacted from time to time before or after the Adoption Date and any subordinate legislation made under the statutory provision before or after the Adoption Date,
1 3 2	a "subsidiary" shall include a reference to a "subsidiary" and a "subsidiary undertaking" (each as defined in the Act) and a reference to a "holding company" shall include a reference to a "holding company" and a "parent undertaking" (each as defined in the Act),

- 1 3 3 a person includes a reference to an individual, body corporate, association, government, state, agency of state or any undertaking (whether or not having a legal personality and irrespective of the jurisdiction in or under the law of which it was incorporated or exists), and
- 1 3 4 "these Articles" is to these articles of association (including the provisions of the Model Articles incorporated in them), and a reference to an article or the schedule is to an article of, or the schedule to, these Articles, in each case as amended from time to time in accordance with the terms of these Articles and the Act
- 1 4 The contents table and headings in these Articles are for convenience only and do not affect the interpretation or construction of these Articles
- 1 5 Words importing the singular include the plural and vice versa and words importing a gender include every gender
- 1 6 The words "other", "include", "including" and "in particular" do not limit the generality of any preceding words and any words which follow them shall not be construed as being limited in scope to the same class as the preceding words where a wider construction is possible
- 1 7 These Articles shall be binding on and shall survive for the benefit of the personal representatives and successors-in-title of each Member
- 2 Liability of Members**
- The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of it being wound up while he is a Member or within one year after he ceases to be a Member, for
- 2 1 payment of the Company's debts and liabilities contracted before he ceases to be a Member,
- 2 2 payment of the costs, charges and expenses of winding up, and
- 2 3 adjustment of the rights of the contributories among themselves
- 3 Special Member**
- 3 1 The subscriber to the memorandum of association of the Company shall be designated as the Special Member. The Special Member for the time being may nominate any person to succeed it as the Special Member for the purposes of these Articles. Any such person nominated by the Special Member who complies with the signature provisions of article 4 6 shall, upon the resignation of his appointor, be entitled to exercise the powers vested in the Special Member by these Articles and shall be deemed to be the Special Member for the purposes of construing these Articles
- 3 2 Until the freehold or leasehold in respect of the Last Unit is transferred to the Last Unit Holder the Company shall always have one Special Member. Save for the circumstances in which article 3 3 applies, the resignation or withdrawal from membership of the Special Member for the time being shall not take effect until that Special Member has nominated a person to succeed him as the Special Member in accordance with article 3 1 and such person has complied with the signature provisions of article 4 6
- 3 3 Following the transfer of the Last Unit to the Last Unit Holder
- 3 3 1 if the Special Member is not itself a Unit Holder in its own right, the Special Member may at any point, at its sole discretion, cease to be a Member, or
- 3 3 2 if the Special Member is also a Unit Holder in its own right, then the Special Member may at any point, at its sole discretion, be redesignated as an Ordinary Member
- and upon any such cessation or redesignation (as the case may be) and notwithstanding any other provision of these Articles
- 3 3 3 the powers vested in the Special Member in his capacity as the Special Member by these Articles, and the rights exercisable by the Special Member in his

capacity as the Special Member pursuant to these Articles, shall automatically cease, and

3 3 4 no other person shall be, or shall be deemed to be, a Special Member for the purposes of these Articles at any time after such cessation

4 Members

- 4 1 The subscriber to the memorandum of association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be Members
- 4 2 No person shall be admitted as an Ordinary Member other than a Unit Holder
- 4 3 Upon the transfer of the freehold or leasehold of a Unit, which includes the wording set out in Schedule 1 of these Articles (or such other wording as the Directors may determine from time to time), the Company shall accept the relevant Unit Holder as an Ordinary Member
- 4 4 If two or more persons are together a Unit Holder in respect of the same Unit then they shall together constitute one Member and the person whose name appears first in the register of members of the Company shall exercise the voting powers vested in such Member
- 4 5 Upon the transfer of the freehold or leasehold of a Unit to an Incoming Unit Holder, that Incoming Unit Holder shall deliver a signed Contract (or other such deed of covenant as the Directors may require from time to time) to the Company in accordance with article 4 6 and the Company shall accept that Incoming Unit Holder as an Ordinary Member
- 4 6 Subject to article 4 3, every person who wishes to become a Member shall deliver to the Company a duly signed Contract (or such deed of covenant as the Directors may require from time to time) which includes the wording set out in Schedule 1 of these Articles (or other such wording as the Directors may determine from time to time) If two or more persons are together an Incoming Unit Holder in respect of the same Unit then each such person must sign the Contract (or other such deed of covenant as the case may be) but they shall together constitute one Member and the person whose name appears first in the register of members of the Company shall exercise the voting powers vested in such Member
- 4 7 If any Unit Holder shall fail for any reason to deliver to the Company the documentation required by articles 4 5 and 4 6 the Directors may authorise any Director to sign the necessary application on that Incoming Unit Holder's behalf and to deliver that application to the Company After an Incoming Unit Holder has been registered in purported exercise of the power conferred by this article 4 7 the validity of the proceedings shall not be questioned by any person
- 4 8 If a Unit Holder fails to provide the documentation required under this article 4, but delivers to the Company an application for membership in another form, the Directors in their absolute discretion may consider such an application, and, if so directed by the Directors, the Company shall accept that Unit Holder as an Ordinary Member and accordingly article 4 4 shall apply to that Unit Holder
- 4 9 If any Unit Holder disposes of his interest in a Unit he shall cease to be an Ordinary Member The Unit Holder shall use reasonable endeavours to ensure that the Incoming Unit Holder in respect of the relevant Unit complies with articles 4 5 and 4 6
- 4 10 No Ordinary Member may resign as a Member or withdraw from membership of the Company whilst he continues to hold, whether alone or jointly with others, any interest in any Unit
- 4 11 If an Ordinary Member shall die or be adjudged bankrupt, his legal personal representatives or trustee in bankruptcy (as the case may be) shall be entitled to be registered as a Member (either solely or jointly with any other person with whom the deceased or bankrupt Ordinary Member was jointly registered) provided he or they shall for the time being be the Unit Holder (either solely or jointly as above) of the Unit formerly held by such deceased or bankrupt Ordinary Member
- 4 12 Membership of the Company is not transferable
- 4 13 Articles 21 and 22 of the Model Articles shall not apply to the Company

5 Voting

5 1 Where the Company has a Special Member

For so long as the Company has a Special Member in accordance with article 3

5 1 1 the Special Member shall be entitled to receive notice of, and to attend, speak and vote at, any general meeting of the Company and shall be an eligible member in respect of any written resolution of the Company, and

5 1 2 an Ordinary Member shall not be entitled in his capacity as an Ordinary Member to receive notice of, or to attend, speak or vote at, any general meeting of the Company and shall not be an eligible member in respect of any written resolution of the Company

5 2 Where the Company no longer has a Special Member

5 2 1 Subject to article 5 2 3, immediately upon the Special Member ceasing to be a Member in accordance with article 3 3 1, or the Special Member being re-designated as an Ordinary Member in accordance with article 3 3 2 (as the case may be), an Ordinary Member shall be entitled to receive notice of, and to attend, speak and vote (in accordance with article 5 2 2) at, any general meeting of the Company and shall be an eligible member in respect of any written resolution of the Company,

5 2 2 Subject to article 5 2 3, whenever an Ordinary Member is entitled to vote in accordance with article 5 2 1 each Ordinary Member shall be entitled at any general meeting or on any written resolution to exercise one vote in respect of each Unit held by him Where a Unit is held jointly by two or more persons, the vote in respect of that Unit shall be exercisable by the Member whose name appears first in the register of members of the Company,

5 2 3 Any decision or resolution of the Ordinary Members under this article 5 2 which relates to

5 2 3 1 the Freehold Units only (or to the Common Parts to the extent they serve or benefit the Freehold Units only), such resolution shall be passed if such matter has been approved by a Freehold Unit Resolution, or

5 2 3 2 the Leasehold Units only (or to the Common Parts to the extent they serve or benefit the Leasehold Units only), such resolution shall be passed if such matter has been approved by a Leasehold Unit Resolution

5 2 4 For the avoidance of doubt, Article 5 2 3 shall not apply to a resolution of the Ordinary Members which relates either to the Common Parts to the extent they serve or benefit both Freehold Units and Leasehold Units or which relates to both the Freehold Units and Leasehold Units

5 2 5 Where a resolution is proposed to amend or replace these articles, such a resolution shall only be passed by the Ordinary Members unanimously

6 Dividends

No part of the income and property for the time being of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members

7 General meetings

7 1 No business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon Subject to article 7 4 two Members, present either in person, by proxy or by a duly appointed corporate representative, shall be a quorum

- 7 2 Where the business to be transacted at any general meeting requires a Freehold Unit Resolution to be passed under article 5 2 3 1, the quorum shall be two Members who are also Freehold Unit Holders
- 7 3 Where the business to be transacted at any general meeting requires a Leasehold Unit Resolution to be passed under article 5 2 3 2, the quorum shall be two Members who are also Leasehold Unit Holders
- 7 4 For so long as the Company has a Special Member, the Special Member, being present either in person, by proxy or by a duly appointed corporate representative, shall be a quorum
- 7 5 Article 27 of the Model Articles shall be amended by the addition of the following as a new paragraph 27(7) in that article "If within half an hour of the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved"
- 7 6 A poll may be demanded at any general meeting by
- 7 6 1 the chairman, or
- 7 6 2 any Member present (in person, by proxy or by a duly appointed corporate representative) and entitled to vote on the relevant resolution
- Article 30(2) of the Model Articles shall not apply to the Company
- 7 7 Article 30(3) of the Model Articles shall be amended by the insertion of the following as a new paragraph at the end of that article "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made "
- 7 8 Article 31(1) of the Model Articles shall be amended as follows
- 7 8 1 by the deletion of the words in Article 31(1)(d) and the insertion in their place of the following "is delivered to the Company in accordance with the articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate ", and
- 7 8 2 by the insertion of the following as a new paragraph at the end of Article 31(1) "and a proxy notice which is not delivered in such manner shall be invalid unless the Directors, in their absolute discretion, accept the proxy notice at any time before the meeting "
- 7 9 The Company shall not be required to give notice of a general meeting to a Member
- 7 9 1 whose registered address is outside the United Kingdom unless he has provided an address for service within the United Kingdom, or
- 7 9 2 for whom the Company no longer has a valid United Kingdom address
- 8 Appointment and removal of Directors**
- 8 1 Where the Company has a Special Member**
- 8 1 1 The provisions of this article 8 1 shall apply until, and shall automatically terminate upon, the Special Member ceasing to be a Member in accordance with article 3 3 1 or the Special Member being redesignated as an Ordinary Member in accordance with article 3 3 2 (as the case may be) For the avoidance of doubt, the provisions of this article 8 1 shall apply in full during the interim period from when a transfer of the freehold/leasehold in respect of the Last Unit is made to the Last Unit Holder until cessation or redesignation under articles 3 3 1 and 3 3 2 respectively
- 8 1 2 The Special Member may
- 8 1 2 1 appoint a person who is willing to act as Director, either to fill a vacancy or as an additional Director, and
- 8 1 2 2 remove a Director from office

Article 17 of the Model Articles shall not apply to the Company

- 8 1 3 Any appointment or removal pursuant to article 8 1 2 shall be made by notice in writing to the Company signed by or on behalf of the Special Member. Such notice must be left at or sent by post to the registered office of the Company (or another address nominated by the Directors for this purpose) and the appointment or removal (as the case may be) shall take effect when the notice is received by the Company or, if later, on such date (if any) as may be specified in the notice.
- 8 1 4 For the avoidance of doubt, a Director appointed by the Special Member pursuant to article 8 1 2 need not be a Member.
- 8 1 5 The office of a Director appointed pursuant to article 8 1 2 shall automatically be vacated, and the Director in question shall be deemed to have resigned, upon the Special Member ceasing to be a Member in accordance with article 3 3 1 or the Special Member being redesignated as an Ordinary Member in accordance with article 3 3 2 (as the case may be).
- 8 1 6 Immediately prior to the Special Member ceasing to be a Member in accordance with article 3 3 1 or the Special Member being redesignated as an Ordinary Member in accordance with article 3 3 2 (as the case may be) the Special Member may appoint as a Director at least one person who is willing to act and who satisfies the conditions set out in article 8 2 3. Any such appointment shall be made in accordance with article 8 1 3 and, for the avoidance of doubt, the Director(s) appointed pursuant to this article 8 1 6 shall continue to hold office notwithstanding the Special Member ceasing to be a Member in accordance with article 3 3 1 or the Special Member being redesignated as an Ordinary Member in accordance with article 3 3 2 (as the case may be).
- 8 1 7 No person shall be appointed or (subject as provided in section 168 of the Act) removed as a Director other than in accordance with articles 8 1 2 and 8 1 6.

8 2 Where the Company no longer has a Special Member

- 8 2 1 The provisions of this article 8 2 shall only apply upon and with effect from the Special Member ceasing to be a Member in accordance with article 3 3 1 or the Special Member being redesignated as an Ordinary Member in accordance with article 3 3 2 (as the case may be).
- 8 2 2 Subject to article 8 2 3, a person who is willing to act may be appointed as a Director, either to fill a vacancy or as an additional Director, by
- 8 2 2 1 ordinary resolution of the Company, or
- 8 2 2 2 by a decision of the Directors.
- Article 17 of the Model Articles shall not apply to the Company
- 8 2 3 No person shall be appointed as a Director unless
- 8 2 3 1 he is also an Ordinary Member (or a duly appointed officer of a corporate Ordinary Member), and
- 8 2 3 2 if he is the joint holder of a Unit, none of the other joint holders of such Unit has been appointed as a Director. Any conflict between the joint holders of a Unit as to which of them shall be appointed as a Director shall be determined by the order in which their names appear on the register of Members with the name of the Ordinary Member appearing first in that register taking precedence.
- 8 2 4 The office of a Director shall automatically be vacated upon
- 8 2 4 1 that Director ceasing to be an Ordinary Member or the corporate Ordinary Member of which that Director is a duly appointed officer ceasing to be an Ordinary Member as the case may be (unless, in

either case, that Director becomes, or continues to be, an Ordinary Member in his own right), or

8 2 4 2 that Director ceasing to be a duly appointed officer of a corporate Ordinary Member (unless that Director becomes, or continues to be, an Ordinary Member in his own right)

8 2 5 The office of a Director shall automatically be vacated, and the Director in question shall be deemed to have resigned, upon an Ordinary Member, or Ordinary Members together, representing more than 50% of the total voting rights of all the Ordinary Members for the time being requesting his resignation by notice in writing. Such notice (which may consist of several documents in similar form each signed by or on behalf of one or more Ordinary Members) must be left at or sent by post to the registered office of the Company (or another address nominated by the Directors for this purpose) and the resignation shall take effect when the notice is received by the Company or, if later, on such date (if any) as may be specified in the notice. Article 18 of the Model Articles shall be extended accordingly.

8 2 6 In any case where, as a result of death or bankruptcy, the Company has no Ordinary Members and no Directors, the transmittee(s) of the last Ordinary Member to have died or to have a bankruptcy order made against him (as the case may be) has the right, by notice in writing, to appoint a natural person who is willing to act and is permitted to do so, to be a Director.

9 Alternate Directors

9 1 Subject to article 9 2, any Director (in this article 9, an “appointor”) may appoint as an alternate any other Director, or any other person approved by resolution of the Directors, to

9 1 1 exercise that director’s powers, and

9 1 2 carry out that director’s responsibilities

in relation to the taking of decisions by the Directors in the absence of the alternate’s appointor

9 2 The appointment of an alternate director by a Director appointed by the Special Member pursuant to article 8 1 shall not be subject to approval by resolution of the Directors

9 3 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the Directors

9 4 The notice must

9 4 1 identify the proposed alternate, and

9 4 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the Director giving the notice

9 5 An alternate Director may act as alternate director to more than one Director and has the same rights in relation to any decision of the Directors as the alternate’s appointor

9 6 Save as provided otherwise in these Articles, alternate Directors

9 6 1 are deemed for all purposes to be Directors,

9 6 2 are liable for their own acts and omissions,

9 6 3 are subject to the same restrictions as their appointors, and

9 6 4 are not deemed to be agents of or for their appointors

and, in particular, each alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member

9 7 A person who is an alternate Director but not a Director

- 9 7 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating),
- 9 7 2 may participate in a unanimous decision of the Directors (but only if his appointor is an Eligible Director in relation to that decision and does not himself participate), and
- 9 7 3 shall not be counted as more than one Director for the purposes of articles 9 7 1 and 9 7 2
- 9 8 A Director who is also an alternate Director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the Directors (provided that his appointor is an Eligible Director in relation to that decision), but shall not count as more than one Director for the purposes of determining whether a quorum is present
- 9 9 An alternate Director is not entitled to receive any remuneration from the Company for serving as an alternate Director except such part of the remuneration of the alternate's appointor as the appointor may direct by notice in writing to the Company. An alternate Director shall be entitled to be reimbursed by the Company such expenses as might properly be reimbursed to him if he were a Director
- 9 10 The appointment of an alternate Director terminates
 - 9 10 1 when the alternate's appointor revokes the appointment by notice in writing to the Company specifying when it is to terminate,
 - 9 10 2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a Director,
 - 9 10 3 on the death of the alternate's appointor,
 - 9 10 4 when the appointment of the alternate's appointor as a Director terminates, or
 - 9 10 5 when written notice from the alternate, resigning his office, is received by the Company
- 10 **Proceedings of Directors**
- 10 1 Save where the Company has a sole Director, two Eligible Directors, present either in person or by a duly appointed alternate, shall be a quorum. For the purpose of any meeting held to authorise a director's conflict of interest under article 12 if there is only one Eligible Director in office other than the conflicted Director(s), the quorum for such meeting shall be one Eligible Director. Article 11(2) of the Model Articles shall not apply to the Company
- 10 2 If the number of votes for and against a proposal at a Directors' meeting are equal the chairman or other Director chairing the meeting shall have a casting vote, provided that the chairman or such other Director shall not have a casting vote if he is not an Eligible Director for the purposes of the relevant directors' decision. Article 13 of the Model Articles shall not apply to the Company
- 11 **Transactions or other arrangements with the Company**
- 11 1 Subject to sections 177 and 182 of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Director who is in any way (whether directly or indirectly) interested in an existing or proposed transaction or arrangement with the Company
 - 11 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
 - 11 1 2 shall be an Eligible Director for the purposes of any proposed decision of the Directors (or a committee of Directors) in respect of such contract or proposed contract in which he is interested,

- 11 1 3 shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision of the Directors, in respect of such contract or proposed contract in which he is interested,
 - 11 1 4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director,
 - 11 1 5 may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and
 - 11 1 6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act
- 11 2 Articles 14(1) to 14(4) of the Model Articles shall not apply to the Company
- 12 Directors' conflicts of interest**
- 12 1 The Directors may, in accordance with the requirements set out in this article 12, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Act to avoid conflicts of interest (a "Conflict")
- 12 2 Any authorisation under this article will be effective only if
- 12 2 1 the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine,
 - 12 2 2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question, and
 - 12 2 3 the matter was agreed to without the Director in question or would have been agreed to if his vote had not been counted
- 12 3 Any authorisation of a Conflict under this article 12 may (whether at the time of giving the authorisation or subsequently)
- 12 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised,
 - 12 3 2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine, and
 - 12 3 3 be terminated or varied by the Directors at any time
- This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation
- 12 4 In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person, the Director is under no obligation to
- 12 4 1 disclose such information to the Directors or to any Director or other officer or employee of the Company, or
 - 12 4 2 use or apply any such information in performing his duties as a Director

where to do so would amount to a breach of that confidence

- 12 5 Where the Directors authorise a Conflict they may (whether at the time of giving the authorisation or subsequently) provide that the Director
- 12 5 1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict,
 - 12 5 2 is not given any documents or other information relating to the Conflict, and
 - 12 5 3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict
- 12 6 Where the Directors authorise a Conflict
- 12 6 1 the relevant Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict, and
 - 12 6 2 the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation
- 12 7 A Director may, notwithstanding his office, be a director or other officer of, or employed by or otherwise interested in, the Special Member or the Developer (or any company which is for the time being a subsidiary or holding company of the Special Member or the Developer or another subsidiary of any such holding company) and no authorisation under article 12 1 shall be necessary in respect of such interest
- 12 8 Any Director appointed pursuant to article 8 1 2 1 shall be entitled from time to time to disclose to the Special Member or the Developer (or any company which is for the time being a subsidiary or holding company of the Special Member or the Developer or another subsidiary of any such holding company) such information concerning the business and affairs of the Company as he may, in his absolute discretion, see fit
- 12 9 A Director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

13 **Secretary**

The Directors may appoint any person who is willing to act as the Secretary of the Company for such term, on such remuneration and on such conditions as they may think fit and may from time to time remove or replace such person

14 **Service of Documents**

- 14 1 Any notice, document or other information given in accordance with these Articles shall be deemed served on or delivered to the intended recipient
- 14 1 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted,
 - 14 1 2 if properly addressed and sent by reputable international overnight courier to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, 5 Business Days after posting provided that delivery in at least 5 Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider,
 - 14 1 3 if properly addressed and delivered by hand, when it was given or left at the appropriate address,

14 1 4 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and

14 1 5 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article 14 1, no account shall be taken of any part of a day that is not a Business Day

14 2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act

15 Indemnity

15 1 Subject to article 15 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

15 1 1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (or any associated company), and

15 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 15 1 1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

15 2 This article 15 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

15 3 In this article 15 and in article 16

15 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

15 3 2 a "**relevant officer**" means any director or other officer or former director or other officer of the Company or any associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or any associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)

15 4 Article 52 of the Model Articles shall not apply to the Company

16 Insurance

16 1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any loss or liability which has been or may be incurred by that relevant officer in connection with his duties or powers in relation to the Company, any associated company or any pension fund of the Company or associated company

16 2 Article 53 of the Model Articles shall not apply to the Company

SCHEDULE

Wording to be included in a Contract

The Buyer hereby applies to become a member of the Management Company. The Buyer agrees that [his/her/its] membership shall be subject to the Memorandum and Articles of Association of the Management Company and the Buyer authorises the Directors to enter [his/her/its] name in the register of members as a member of the Management Company.

The Buyer confirms that [he/she/it] is willing to act as a Director [and/or a Company Secretary] of the Management Company should the Landlord or the current Directors of the Management Company require this.