

Company Number: 10398485

THE COMPANIES ACT 2006
1A ALEXANDER GROVE MANAGEMENT COMPANY LIMITED (the "Company")

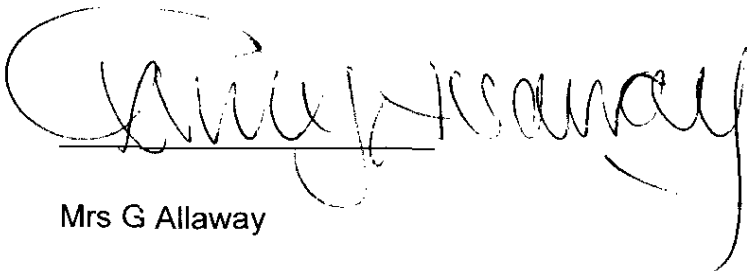
RESOLUTION IN WRITING OF THE SHAREHOLDERS
DATED 28 SEPTEMBER 2016

CHANGE OF ARTICLES OF ASSOCIATION

We the undersigned, being all the shareholders of the Company duly authorise the following resolution:

SPECIAL RESOLUTION

THAT the articles of association contained in the document attached to this Resolution and initialled for the purposes of identification be and hereby are approved and adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the entire exclusion of the existing articles of association.



Mrs G Allaway

TUESDAY



A20 *A8D6TW5M* #210
03/09/2019
COMPANIES HOUSE

Company Number: 10398485

THE COMPANIES ACT 2006
1A ALEXANDER GROVE MANAGEMENT COMPANY LIMITED (the "Company")

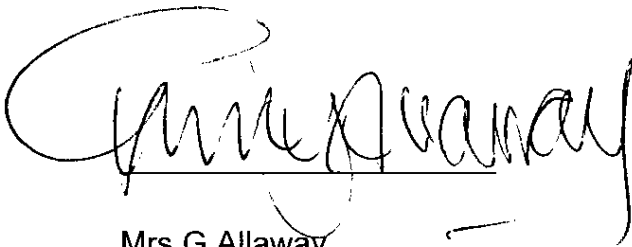
RESOLUTION IN WRITING OF THE SHAREHOLDERS
DATED 28 SEPTEMBER 2016

CHANGE OF ARTICLES OF ASSOCIATION

We the undersigned, being all the shareholders of the Company duly authorise the following resolution:

SPECIAL RESOLUTION

THAT the articles of association contained in the document attached to this Resolution and initialled for the purposes of identification be and hereby are approved and adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the entire exclusion of the existing articles of association.

A handwritten signature in black ink, appearing to read 'Mrs G Allaway', is written over a horizontal line. The signature is stylized with a large initial 'G' and a long, sweeping tail.

Mrs G Allaway

Company Number: 10398485

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

1A ALEXANDER GROVE MANAGEMENT COMPANY LIMITED

Incorporated on 28th September 2016

PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

Articles	the company's articles of association
Bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
Chairman	has the meaning given in article 15;
Chairman of the meeting	has the meaning given in article 35;
Clear Days	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
Developer	Aquinna Homes Limited (Company Registration Number 053539490);
Director	means a director of the company, and includes any person occupying the position of director, by whatever name called;
Document	includes, unless otherwise specified, any document sent or supplied in electronic form;
Electronic form	has the meaning given in section 1168 of the Companies Act 2006;
Freehold Unit	means any house at the Property;
Freehold Member	the owner for the time being of the whole of any freehold Unit provided that if said Unit is vested in more than one person then such persons shall jointly be a Freehold Member;
Fully Paid	in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;
Hard copy form	has the meaning given in section 1168 of the Companies Act 2006;
Holder	in relation to shares means the person whose name is entered in the register of members as the holder of the shares;
Instrument	means a document in hard copy form;
Leasehold Unit	means any apartment held on a long lease at the Property;

Leasehold Member	the owner for the time being of the whole of any leasehold Unit provided that if said Unit is vested in more than one person then such persons shall jointly;
Members	has the meaning given in section 112 of the Companies Act 2006;
Ordinary resolution	has the meaning given in section 282 of the Companies Act 2006;
Originator	Merlin Estates Limited;
Paid	means paid or credited as paid;
Participate	in relation to a directors' meeting, has the meaning given in article 13;
Property	the development at Aquinna House, 1A Alexander Grove, Kingshill, West Malling, Kent, ME19 4RN;
Proxy notice	has the meaning given in article 41;
Secretary	the secretary of the Company, if any, or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary for the time being;
Shareholder	a person who is the holder of a share;
Shares	shares in the company;
Special resolution	has the meaning given in section 283 of the Companies Act 2006;
Subsidiary	has the meaning given in section 1159 of the Companies Act 2006
The United Kingdom	Great Britain and Northern Ireland;
Transmittee	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law;
Unit	a particular numbered unit forming part of the Property;
Writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

Liability of members

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

PART 2 OBJECTS

Objects of the Company

- 3.1 The objects (the "Objects") for which the Company is established are:
- 3.1.1 to acquire, own, manage, administer and maintain in good order the common parts of the Property including without limitation of the generality of the foregoing any common areas, roads, accessways, footpaths, parking areas, drains, sewers, lighting, security and associated facilities (the "Estate") either on its own account or as trustee, nominee or agent of any other company or person;
 - 3.1.2 to maintain in good repair and condition any communal areas, common structures, walls, load-bearing beams, retaining walls, common drains and common parts of buildings on the Estate and of the Estate and to carry out such repairs, alterations and decorations thereto as may from time to time become necessary;
 - 3.1.3 to provide and maintain master television aerials, common water supplies and other amenities of any description in relation to the managed property by all means available to the Company and to provide such renewals, improvements and additions to the buildings from time to time on the Estate and to the Estate as may from time to time become necessary;
 - 3.1.4 to negotiate on behalf of and act as agents for the occupiers and residents on the Estate and to negotiate and enter into contracts for the maintenance, repair, upkeep, renewal, improvement and addition of any common structures on communal areas on the Estate;
 - 3.1.5 to acquire the benefit of and to enforce by all means available at law or in equity for the benefit of all occupiers and residents on the Estate all covenants (restrictive or otherwise) choses in action and contracts which will have a direct or indirect effect on the value of any property or properties on the Estate or the enforcement of which shall be for the benefit of the Estate as a whole.
 - 3.1.6 to grant, take options over, deal with or acquire such leases, licenses, easements, rights, privileges and profits as may be requisite to secure to the occupiers the full enjoyment of the properties on the Estate;
 - 3.1.7 to deal in all requisites for the creation and maintenance of the supplies, facilities and amenities for the Estate and whether the same shall have been provided by the Company or not;
 - 3.1.8 to negotiate and enter into contracts with radio and television suppliers and maintenance companies for bulk or common use or maintenance of radio and television sets, equipment and aerials;
 - 3.1.9 to enter into contracts with the Water Board or other relevant body or authority for the supply of water to the Estate or any part or parts thereof;
 - 3.1.10 to enter into contracts for painting and maintenance of the properties on the Estate (whether or not the said properties shall belong to the Company);
 - 3.1.11 to enter into any other contracts or arrangements which may be beneficial to the occupiers of the Estate or any of them;
 - 3.1.12 to assume liability and responsibility for carrying out obligations in connection with the Estate and to the occupiers thereof on such terms as may be thought expedient

- 3.1.13 to purchase, take on lease or in exchange, or otherwise acquire any estate or interest in property forming or to form part of the Estate;
- 3.1.14 to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
- 3.1.15 to enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed;
- 3.1.16 to enter into any arrangements with any government or any authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 3.1.17 to act as agents for the collection, receipt or payment of money;
- 3.1.18 to promote any company for the purpose of acquiring all or any of the property or liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company;
- 3.1.19 to accept any deposit or gift of money, property or other assets whether subject to any special trust or not for any purpose within the Objects;
- 3.1.20 subject to any consents as required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- 3.1.21 subject to such consents as required by law, to distribute among the members of the Company in kind any property of the Company of whatever nature;
- 3.1.22 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licenses and the like;
- 3.1.23 subject to such consents as required by law, to borrow or raise money on such terms and on such security as may be thought fit and to secure and guarantee the performance by the Company of any obligation or liability it may undertake or may become binding on it;
- 3.1.24 to invest and deal with the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 3.1.25 to establish and maintain capital reserves, management funds and any form of sinking funds and any form of sinking fund in order to pay or contribute towards all expenses incurred in the implementation of the Objects and to require the members of the Company to contribute towards such reserves of funds at such times, in such amounts and in such manner as the Company may think fit;
- 3.1.26 to draw, make, negotiate, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 3.1.27 to engage and pay by cash or otherwise as may be thought expedient any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company, and to make any reasonable and necessary provision for the payment of pensions, annuities, gratuities and superannuation to or

- on behalf of employees or former employees and their wives, husbands, widows and other dependants;
- 3.1.28 to amalgamate with any companies, institutions, societies or association;
 - 3.1.29 to pay out of funds of the Company the costs, charges and expenses of and incidental to the promotion, incorporation, formation and registration of the Company;
 - 3.1.30 to make any donations in cash or assets or establish or support or aid in the establishment of and to lend money (with or without security) to or for any charitable association or institutions;
 - 3.1.31 to lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company;
 - 3.1.32 to insure and arrange insurance cover for every kind of risk and liability affecting the Company or its property and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
 - 3.1.33 to do all or any of the above things as principals, agents, contractors, trustees or otherwise by or through trustees, agents, servants or contractors or otherwise and either alone or in conjunction with others;
 - 3.1.34 to do all such other lawful things as shall be incidental to or further the attainment of the Objects or any of them.
- 3.2 None of the Objects shall be restrictively construed but the widest interpretation shall be given to each Object, and none of the Objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other Object or by reference to or inference from the name of the Company.
 - 3.3 The Company shall have as full a power to exercise each and every one of the Objects and each Object should be construed as conferring a separate and independent Object on the Company.

PART 3 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Number of Directors

- 4.1 The number of Directors shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 4.2 In the event of the minimum number of Directors fixed by or pursuant to these Articles being one a sole Director shall have authority to exercise all the powers and discretions by these Articles expressed to be vested in the Directors generally.

Alternate Directors

- 5.1 Any Director (other than an alternate director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
- 5.2 An 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, to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. It shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
- 5.3 An alternate director shall cease to be an alternate director if his appointor ceases to be a Director.
- 5.4 Any appointment or removal of an alternate director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
- 5.5 Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

Directors' general authority

- 6.1 Subject to the provisions of Companies Acts, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors
- 6.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Directors shall have the following powers, namely:
 - 6.2.1 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company; and

6.2.2 to enter into contacts on behalf of the Company.

- 6.3 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

Shareholders' reserve power

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

Directors may delegate

- 8.1 The Directors may delegate any of their powers to any committee consisting of one or more Directors or other persons.
- 8.2 They may also delegate to any managing director or any Director holding any other executive office such of their powers, as they consider desirable to be exercised by him.
- 8.3 Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

Committees

- 9.1 The proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.
- 9.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 10.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.

Unanimous decisions

- 11.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 11.2 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a Director and had been entitled to vote.
- 11.3 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Directors or of a Committee of Directors shall be as valid and effective as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors. A resolution signed by an alternate Director need not also be signed by his appointor

and, if it is signed by a Director who has appointed an alternate director, it need not be signed by the alternate Director in that capacity.

- 11.4 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 11.5 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.
- 11.6 Subject to Sections 182,183,185 and 187 of Companies Act 2006 a Director or Alternate Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout. If he shall so vote, his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract or arrangement is under consideration

Calling a directors' meeting

- 12.1 A Subject to the provisions of these Articles, the Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to any Director who is absent from the United Kingdom.

Participation in directors' meetings

- 13.1 Any Director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the Directors participating in the meeting can hear each other and the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting.

Quorum for directors' meetings

- 14.1 So long as the Originator is a Member, the quorum for the transaction of the business of the Directors shall consist of the Originator's Director only. Once the Originator ceases to be a member, the quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

Chairing of directors' meetings

- 15.1 So long as the Originator is a Member, the Originator's Director shall be the chairman. Once the Originator ceases to be a Member, the Directors may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present, but if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.

Casting vote

- 16.1 So long as the Originator is a Member, the Originator's Director shall be the only Director entitled to vote at meetings of the Directors. Once the Originator ceases to be a Member, each Director shall have one vote and questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall not have a second or casting vote. A Director who is an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

Conflicts of interest

- 17.1 Subject to the provisions of Companies Acts and provided that he has disclosed

to the Members at a general meeting the nature and extent of any material interest of his, a Director notwithstanding his office:

- 17.1.1 may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- 17.1.2 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- 17.1.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment, from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

17.2 For the purposes of Article 17.1:

- 17.2.1 a notice given to the Members at a general meeting that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class or persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- 17.2.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Records of decisions to be kept

- 18.1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

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

APPOINTMENT OF DIRECTORS

Methods of appointing directors

- 20.1 Subject to the provisions of Article 20.2, each Member (or the duly authorised representative of a corporate Member) shall be the only persons entitled to be appointed as a Director of the Company, either by ordinary resolution, or to fill a casual vacancy by a decision of the directors.
- 20.2 Once the Originator has ceased to be a Member, a director or employee of the Originator (or their successors as Managing Agents), who is willing to act may be appointed as a Director of the Company, either by ordinary resolution, or to fill a casual vacancy by a decision of the directors.

Termination of director's appointment

- 21.1 A Director shall cease to hold office if he:
 - 21.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 21.1.2 resigns his office by notice in writing to the Company (but only if at

least the number of Directors required under Article 4.1 will remain in office when the notice of resignation is to take effect); or

21.1.3 if he ceases to be a Director by virtue of any provision of Companies Acts or he becomes prohibited by law from being a Director; or

21.1.4 that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office; or

21.1.5 if he or his appointed Member ceases to be a Member.

Directors' remuneration

22.1 The Directors may not be paid in respect of their services to the company.

Directors' expenses

23.1 The Directors may be paid all reasonable expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties.

PART 4 SHARES AND DISTRIBUTIONS

SHARES

Allotment of shares

- 24.1 In accordance with section 567 of Companies Act 2006, sections 561 and 562 of Companies Act 2006 are excluded.
- 24.2 No shares may be allotted to a person who is not a Qualified Person. The number of shares allotted to a Qualified Person must not exceed the number of Units in which the Qualified Person has an interest.
- 24.3 The Originator shall be the subscriber to Memorandum of Association of the Company.

All shares to be fully paid up

- 25.1 All shares are to be issued at par, but this does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum, which are to be paid up on transfer to the Qualifying Person.

Company not bound by less than absolute interests

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

Share certificates

- 27.1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.
- 27.2 Every certificate must specify:-
 - 27.2.1 respect of how many shares, of what class, it is issued;
 - 27.2.2 the nominal value of those shares;
 - 27.2.3 that the shares are fully paid; and
 - 27.2.4 any distinguishing numbers assigned to them.
- 27.3 No certificate may be issued in respect of shares of more than one class.
- 27.4 If more than one person holds a share, only one certificate may be issued in respect of it.
- 27.5 Certificates must:-
 - 27.5.1 have affixed to them the company's common seal, or;
 - 27.5.2 be otherwise executed in accordance with the Companies Acts;

Replacement share certificates

- 28.1 If a certificate issued in respect of a shareholder's shares is:-
 - 28.1.1 damaged or defaced, or;
 - 28.1.2 said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.
- 28.2 A shareholder exercising the right to be issued with such a replacement certificate:-
 - 28.2.1 may at the same time exercise the right to be issued with a single certificate or separate certificates;

- 28.2.2 must return the certificate which is to be replaced to the company if it is damaged or defaced; and
- 28.2.3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

Transfer of shares

- 29.1 The subscriber to the memorandum of Association of the Company may transfer any shares subscribed by it to a person nominated by it in writing to succeed it as a member and any such person (other than a Qualified Person) so nominated has the same power to transfer the share as if he had himself been a subscriber. Administrators, receivers, or liquidators, of the subscriber or administrators, receivers, liquidators or personal representatives of any successor so nominated by him have the same rights of transfer.
- 29.2 The Originator shall transfer one share to each Qualified Person on disposal of a unit by the developer to that Qualified Person, and the unpaid amount on that share will be immediately payable to the company.
- 29.3 A mortgagee in possession is entitled to be registered as a holder of a share in place of a Qualified Person on serving a notice in writing to the Company requesting such registration, together with a certificate confirming that possession has been taken of that Qualified Person's unit and an official copy of the Charges Register of Title to the unit showing the mortgagee in possession as the registered proprietor of the charge under which possession was taken. On service of such notice and accompanying documents, the Qualified Person is required to transfer the share held by him in respect of in respect of that unit to the mortgagee in possession.
- 29.4 If any member or a mortgagee in possession (a transferor) parts with all interest in any unit held by him, or if his interest therein for any reason ceases and determines, he is required to transfer the share held by him in respect of that unit to the person or persons who become the Qualified Persons of the unit.
- 29.5 A member or mortgagee in possession may not transfer his share while holding, whether alone or jointly with others, an interest in any unit.
- 29.6 If the member (or legal personal representative or trustee in bankruptcy), refuses or neglects to transfer the share in accordance with this Article, one of the directors, duly nominated for that purpose by resolution of the board, may be appointed the attorney of such holder, with full power on his behalf and in his name:-
 - 29.6.1 to execute, complete and deliver a transfer of his share to the persons or persons who become the Qualified Persons of the unit; and
 - 29.6.2 the company may give good discharge for the purchase money and enter the name of the Qualified Persons in the register of members.
- 29.7 If a member dies or is adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member provided that he or they shall for the time being be a Qualified Person.
- 29.8 The Directors must refuse to register any transfer of shares made in contravention of any or all of the provisions of this Article, but otherwise the directors have no power to refuse to register a transfer of any shares.

DIVIDENDS AND OTHER DISTRIBUTIONS

Declaration of dividends

- 30.1 In accordance with the provisions of the Companies Act, whilst the company is non-profit making, the company may not declare a dividend, and directors may not pay interim dividends.

CAPITALISATION OF PROFITS

Authority to capitalize and appropriation of capitalised sums

31.1 The directors do not have authority to capitalisation and appropriation. .

PART 5 DECISION MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Notice of General Meetings

- 32.1 General meeting shall be called by at least twenty-one Clear Days' notice in writing.
- 32.2 Every notice convening a general meeting of the Company must comply with the provisions of:-
 - 32.2.1 section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
 - 32.2.2 section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.
- 32.3 Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company

Attendance and speaking at general meetings

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

Quorum for general meetings

- 34.1 No business shall be transacted at any general meeting unless a quorum is present. So long as the Originator is a Member, the quorum shall consist of the Originator only. Once the Originator ceases to be a Member, the quorum shall consist of three persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporate Member.

Chairing general meetings

- 35.1 The chairman shall preside as chairman at every general meeting of the

company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting and if there is only one Director present and willing to act, he shall be chairman.

- 35.2 If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the Members present shall choose one of their number to be chairman of the meeting.

Attendance and speaking by directors and non-shareholders

- 36.1 A Director shall, notwithstanding that he is not a Shareholder, be entitled to attend and speak at any general meeting.
- 36.2 The chairman of the meeting may permit other persons who are not shareholders of the company to attend and speak at a general meeting.

Adjournment

- 37.1 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
- 37.2 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.

VOTING AT GENERAL MEETINGS

Voting: general

- 38.1 So long as the Originator is a Member then, notwithstanding any other provisions of these Articles, the Originator shall be the only Member entitled to vote at general meetings of the Company.
- 38.2 Subject to 38.1, in relation to any matter which exclusively affects the Leasehold Units (or exclusively any part of the Leasehold Units) every Leasehold Member shall have one vote for every Leasehold Unit at the Property for which he is a Qualified Person and no other Members shall have a vote.
- 38.3 Subject to 38.1, in relation to any matter which exclusively affects Estate every Leasehold and Freehold Member shall have one vote for every Unit at the Property for which he is a Qualified Person.
- 38.4 No Member shall be entitled to vote at any general meeting unless all monies then due and payable by him to the Company have been paid.
- 38.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

Errors and disputes

- 39.1 A declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting

shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 39.2 In the case of an equality of votes the chairman shall not be entitled to a second or casting vote in addition to any other vote he may have.

Written Resolutions

- 40.1 Subject to Article 40.2, a written resolution of shareholders passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.
- 40.2 The following may not be passed as a written resolution and may only be passed at a general meeting:-
- 40.2.1 a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and
 - 40.2.2 a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.

Content of proxy notices

- 41.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:-
- 41.1.1 states the name and address of the shareholder appointing the proxy;
 - 41.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed; and
 - 41.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine;
- 41.2 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be treated as invalid.
- 41.3 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 41.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 41.5 Unless a proxy notice indicates otherwise, it must be treated as:-
- 41.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 41.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 42.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

- 42.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 42.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 42.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

- 43.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
 - 43.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 43.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 43.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:-
 - 43.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 43.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 43.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

Corporations Acting by Representatives at Meetings

- 44.1 A vote given by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the vote is given.
- 44.2 Any organisation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

PART 6 ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 45.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- 45.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 45.3 A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 45.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.
- 45.5 A notice served personally or electronically shall be deemed to have been served on the same day as it would have been received by the addressee in the ordinary course of transmission.

Company seals

- 46.1 If the Directors shall decide that the Company shall have a seal, such seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors.

No right to inspect accounts and other records

- 47.1 If the Directors shall decide that the Company shall have a seal, such seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors.

Secretary

- 48.1 Subject to the provisions of Companies Acts, the Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

Rules

- 49.3 The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating:-
 - 49.3.1 the conduct of members of the Company in relation to one another, and to the Company's officers and employees;
 - 49.3.2 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 49.3.3 the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles); and
 - 49.3.4 any and all other matters as are commonly the subject matter of company rules.

- 49.4 The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article.
- 49.5 Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force.
- 49.6 The Company in general meeting may alter or repeal any rules made by the directors in accordance with this Article.
- 49.7 Nothing in this Article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 50.1 Subject to Article 44.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against:-
- 50.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - 50.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - 50.1.3 any other liability incurred by that director as an officer of the company or an associated company.
- 50.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law. In this article:-
- 50.2.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - 50.2.2 a "relevant director" means any director or former director of the company or an associated company

Insurance

- 51.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.
- 51.2 In this article:-
- 51.2.1 a "relevant director" means any director or former director of the company or an associated company,
 - 51.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
 - 51.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.