



FILE COPY

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

Company Number **10402014**

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

**DUNEDIN PROPERTY PROPERTY MANAGEMENT
LIMITED**

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

Given at Companies House on **29th September 2016**



N10402014Z



Companies House



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

IN01

Application to register a company

laserform

COMPANIES HOUSE

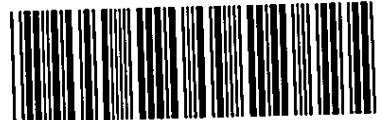
27 SEP 2016

EDINBURGH FRONT DESK

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 for a
limited liability partnership. If
this, please use form LL1. Do not
use this form if any individual
with significant control is involved
or has applied for protection
having their details disclosed to the
public register. Contact
companieshouse.gov.uk for a
separate form



SCT 27/09/2016 #341
COMPANIES HOUSE

Part 1 Company details

A1

Company name

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

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

Dunedin Property Property MANAGEMENT Limited

For official use

10402014

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names
Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance at
www.gov.uk/companieshouse

A2

Company name restrictions ②

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

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

② Company name restrictions
A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance at
www.gov.uk/companieshouse

A3

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

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

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

③ Name ending exemption
Only private companies that are
limited by guarantee and meet other
specific requirements or private
companies that are charities are
eligible to apply for this. For more
details please go to our website
www.gov.uk/companieshouse

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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	6	8	3	2	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	First Floor									
Street	14 Cork Street									
Post town	London									
County/Region										
Postcode	W	1	S		3	N	S			

① Registered office address

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

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

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

A8**Articles of association ②**

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

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

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

A9**Restricted company articles ③**

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

☐**③ Restricted company articles**

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

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Application to register a company

Part 2**Proposed officers**

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

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

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

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C4.

Title *	Mr
Full forename(s)	Albert Smyth
Surname	Fullerton
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

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

B2**Secretary's service address ③**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

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

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

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

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		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?
→ Yes Complete Section C3 only
→ No Complete Section C4 only

C3 EEA companies ②

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/companyeshouse 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		
Registration number		

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 ④		
Registration number		

IN01

Application to register a company

Director

D1	Director appointments ①	
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4.		
Title *	Mr	
Full forename(s)	Albert Smyth	
Surname	Fullerton	
Former name(s) ②		
Country/State of residence ③	Scotland	
Nationality	British	
Month/year of birth ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <div> <div>m0</div> <div>m3</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y2</div> </div>	
Business occupation (if any) ⑤	Accountant	
<p>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.</p> <p>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.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in section D4.</p> <p>④ Month and year of birth Please provide month and year only.</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>		

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	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		
<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>		

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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)	Roun Brendan
Surname	Barry
Former name(s) ②	
Country/State of residence ③	U K
Nationality	Irish
Month/year of birth ④	X X m0 m4 y1 y9 y6 y0
Business occupation (if any) ⑤	Lawyer

- 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.

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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 Eg 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				
GBP (£)	Ordinary	100	100 00	
Totals		100	100 00	0 00

Currency table B				
Totals				

Currency table C				
Totals				

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)	100	£100 00	£0 00

① Please list total aggregate values in different currencies separately
For example £100 + €100 + \$10 etc

IN01

Application to register a company

Corporate director

E1 Corporate director appointments ①

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

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Additional appointments
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

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

E2 Location of the registry of the corporate body or firm

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

- Yes Complete Section E3 only
→ No Complete Section E4 only

E3 EEA companies ②

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

Where the company/firm is registered ③	
Registration number	

② EEA
A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse

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

IN01

Application to register a company

F2

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

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

Class of share

Ordinary

Prescribed particulars

1

(a) every shareholder has one vote on a show of hands and on a poll one vote for every share held,

(b) the shares rank equally as regards dividends and have no preferential right to receive a dividend,

(c) the shares rank equally as regards capital and have no preferential right to participate in a distribution, and

(d) the shares are not redeemable or liable to be redeemed at the option of the Company or the shareholder

1 Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

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

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Application to register a company

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

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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 Dunedin Property Asset Management Limited	Ordinary	100	GBP (£)	1 00	0 00	1 00
Address Charlotte House, 2 South Charlotte Street, Edinburgh, EH2 4AW						
Name						
Address						
Name						
Address						
Name						
Address						

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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 detailsForename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3**Class of member
(if applicable) **4****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3**Class of member
(if applicable) **4**

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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

1 Country/State of residence
This is in respect of the usual residential address as stated in section H6

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**

X X

m

m

y

y

y

y

H4

Individual's service address **1**

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

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.

Building name/number

Street

Post town

County/Region

Postcode

Country

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

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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

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

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

① Name

Please use capital letters

② Address

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

③ Amount guaranteed

Any valid currency is permitted

④ Class of members

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

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Individual PSC

H3	Individual's details	<p>1 Country/State of residence This is in respect of the usual residential address as stated in section H6</p> <p>2 Month and year of birth Please provide month and year only</p>
Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company		
Title *		
Full forename(s)		
Surname		
Country/State of residence 1		
Nationality		
Month/year of birth 2	<div>X</div> <div>X</div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	

H4	Individual's service address 1	<p>1 Service address This is the address that will appear on the public record. This does not have to be the individual's usual residential address.</p> <p>If you provide the individual's residential address here it will appear on the public record.</p>
Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

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

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

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

J4

Nature of control ①

Please show how the ORP has significant control over the company

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

① Tick each that apply

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

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

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 D2065 37/CRB/AJB

Company name Shepherd & Wedderburn

Address 1 Exchange Crescent

Conference Square

Post town Edinburgh

County/Region

Postcode E H 3 8 U L

Country

DX

Telephone 0131 473 5494

**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

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

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

① Tick each that apply

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

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

Relevant legal entity (RLE)

I1	RLE details ①		① Registered or principal office address This is the address that will appear on the public record
Corporate or firm name	Dunedin Property Asset Management Limited		
Building name/number	Charlotte House		
Street	2 South Charlotte Street		
Post town	Edinburgh		
County/Region			
Postcode	E H 2 4 A W		
Country			
I2	Legal form and governing law		① Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register
	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 Limited Company		
Governing law	Companies Act 2006		
If applicable, register in which RLE is entered ①	Registrar of Companies (Scotland)		
Country/State ①	Scotland		
Registration number ①	SC217209		

IN01

Application to register a company

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

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

K1

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

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

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

K2

Election to keep directors' register information on the public register

IMPORTANT

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

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

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

K3

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

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

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

K4

Election to keep members' register information on the public register

IMPORTANT:

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

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

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

K5

Election to keep PSC register information on the public register

IMPORTANT

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

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

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

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

^④ Eligible person
An eligible person is a person whose details would have to be entered in the company's PSC register

18. Consent requirement

No shares shall be issued without the consent in writing of the Controlling Shareholder

19. Transmission of shares

- 19 1 If title to a share passes to a transmittee, the Company may only recognise the transmittee as having any title to that share
- 19 2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require
 - 19 2 1 may, subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person, and
 - 19 2 2 subject to the Articles, and pending any transfer of the shares to another person, has the same rights as the holder from whom the transmittee derived such entitlement
- 19 3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the event which gave rise to the transmission, unless they become the holders of those shares

20. Transmittees and transferees bound by prior notices

If a notice is given to a shareholder in respect of shares and a transmittee (or a transferee of such transmittee pursuant to Article 28(2) of the Model Articles) is entitled to those shares, the transmittee (or the transferee) is bound by the notice if it was given to the shareholder before the transmittee's (or transferee's) name has been entered in the register of shareholders

21 Non-cash distributions

- 21 1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution or by a decision of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)
- 21 2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution
 - 21 2 1 fixing the value of any assets,
 - 21 2 2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
 - 21 2 3 vesting any assets in trustees

22. Purchase of own shares

Subject to the Companies Act 2006 but without prejudice to any other provisions of these Articles, the Company may purchase its own shares out of capital up to an aggregate amount in any financial year not exceeding the lower of

- 22 1 £15,000, and
- 22 2 the nominal value of 5% of the Company's fully paid share capital as at the beginning of that financial year

23 Change of name

The Company may change its name by decision of the directors

12 3 2 may sign a written resolution (but only if it is not signed or to be signed by that person's appointor)

No alternate may be counted as more than one director for such purposes

12 4 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company

13. Termination of alternate directorship

An alternate director's appointment as an alternate terminates

- 13 1 when the alternate's appointor revokes the appointment by notice to the Company in writing,
- 13 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,
- 13 3 on the death of the alternate's appointor,
- 13 4 when the alternate's appointor's appointment as a director terminates, or
- 13 5 when the Company receives a written notice to such effect from the Controlling Shareholder

DECISION-MAKING BY SHAREHOLDERS

14. Decisions by sole shareholder

At any time when the Company has only one shareholder, any decision which may be taken by the Company in general meeting may be made by that shareholder and is as valid as if agreed by the Company in general meeting. Unless such decision is made by way of a written resolution, the sole shareholder shall provide the Company with a written record of the decision. Failure to do so will not affect the validity of any such decision and a person dealing with the Company is not concerned to inquire whether a written record has been provided to the Company in accordance with this Article

15. Notice of general meetings

- 15 1 Notice of general meetings need not be given to shareholders who, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company
- 15 2 A shareholder present, in person or by proxy, at any general meeting or meeting of the holders of any class of shares shall be deemed to have been given, and received, the relevant notice of the meeting

16. Quorum for general meetings

- 16 1 Subject to Article 16 2, two shareholders present in person by proxy and entitled to vote on the business to be transacted shall be a quorum
- 16 2 A quorum for general meetings shall require the presence of, and may be constituted by (with or without other shareholders), the Controlling Shareholder, whether present in person or by proxy
- 16 3 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

17 Class meetings

The provisions of the Articles relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of shares

SHARES AND DISTRIBUTIONS

- 10 2 1 be a party to, or in any way interested, whether directly or indirectly, in any contract, arrangement or transaction to which the Company is a party, or in which the Company is in any way interested, whether directly or indirectly,
 - 10 2 2 hold and be remunerated in respect of any office (other than the office of auditor of the Company) or employment under the Company or any other undertaking in which the Company is in any way interested,
 - 10 2 3 act (or any firm of which he is a shareholder, partner or employee may act) in a professional capacity (other than the office of auditor) for the Company or any such other undertaking and be remunerated for so acting,
 - 10 2 4 act as a director or other officer of, or be otherwise interested in, any undertaking promoted by the Company, and
 - 10 2 5 not be held accountable to the Company for any interest, remuneration, profit or other benefit which he (or a person connected with him) derives from any matter permitted by this Article and no such contract, transaction or arrangement is liable to be avoided on the grounds of any such interest or benefit
- 10 3 For the purposes of section 175, the directors have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
- 10 4 Any authorisation of a matter under this Article shall be subject to such conditions, limitations and/or terms as the directors may decide, whether at the time such authorisation is given or subsequently, and may be varied or revoked by the directors at any time and at their absolute discretion. A director shall comply with any obligations imposed on him by the directors pursuant to any such authorisation
- 10 5 A director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any matter authorised by the directors under Article 10 3 and any such related contract, transaction or arrangement is not liable to be avoided on the grounds of any such benefit

11. Appointment and removal of alternate directors

- 11 1 Any director (the "appointor") (other than an alternate director) may appoint any other director or any other person approved by resolution of the directors, to act as his alternate and may remove from office an alternate so appointed
- 11 2 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
- 11 3 The appointment of an alternate director shall always be subject to the prior written approval of the Controlling Shareholder

12. Rights and responsibilities of alternate directors

- 12 1 An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor
- 12 2 Except as the Articles specify otherwise, alternate directors
 - 12 2 1 are deemed for all purposes to be directors,
 - 12 2 2 are liable for their own acts and omissions,
 - 12 2 3 are subject to the same restrictions as their appointors, and
 - 12 2 4 are not deemed to be agents of or for their appointors
- 12 3 A person who is an alternate director but not a director
 - 12 3 1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and

6. Directors' written resolutions

- 6 1 Any director may propose a directors' written resolution by giving notice of the proposed resolution in writing to each director
- 6 2 Notice of a proposed directors' written resolution must set out the terms of the proposed resolution
- 6 3 A proposed directors' written resolution is adopted when all of the directors who would have been entitled to vote on the resolution, and have their vote counted, at a directors' meeting have signed one or more copies of it or otherwise indicated their agreement in writing, provided that those directors who have signed it or otherwise indicated their agreement in writing would have formed a quorum at such a meeting
- 6 4 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the Articles
- 6 5 A written resolution signed by an alternate director need not also be signed by or agreed to by his appointor

7. Quorum for directors' meetings

- 7 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 7 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than 2, and unless otherwise fixed it is 2
- 7 3 If the total number of directors for the time being in office is less than the quorum required, the directors must not take any decision other than a decision
- 7 3 1 to appoint further directors, or
- 7 3 2 to call a general meeting so as to enable the shareholders to appoint further directors

8. Chairman's casting vote at directors' meetings

- 8 1 If the numbers of votes by directors who are entitled to vote, and have their vote counted, at a directors' meeting for and against a proposal are equal, the chairman or other director chairing the meeting shall have a casting vote
- 8 2 The chairman or other director chairing the meeting shall not have a casting vote if, in accordance with the Articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

9. Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who is

- 9 1 not participating in a directors' meeting, and
- 9 2 would have been entitled to vote if they were participating in it

10. Directors' interests

- 10 1 For the purposes of this Article
- 10 1 1 an interest of a person who is connected (within the meaning of section 252) with a director is treated as an interest of the director, and
- 10 1 2 in the case of an alternate director, the interest of his appointor is treated as an interest of the alternate director in addition to any interest, which the alternate director may have
- 10 2 If he has declared his interest in accordance with the Companies Acts, a director may

- 2 3 2 in Article 18, by the insertion of "(g) that person has for more than 6 consecutive months been absent without permission of the directors from directors' meetings held during that period and the directors resolve that that person should cease to be a director, or (h) the Company receives a written notice to such effect from the Controlling Shareholder",
- 2 3 3 in Article 20, by the insertion of the words "(including alternate directors)" after the words "reasonable expenses which the directors",
- 2 3 4 in Article 42, by the insertion of the words "The voting entitlements of shareholders are subject to any rights or restrictions attached to the shares held by them, whether or not such rights or restrictions are set out in the Articles" at the end of that Article,
- 2 3 5 in Article 27(2)(b), by the deletion of the word "had" after the word "holder" and the insertion of the words "from whom the transmittee derived such entitlement",
- 2 3 6 in Article 27(3), by the deletion of the words "by reason of the holder's death or bankruptcy or otherwise," and in their place the insertion of the words "by reason of the event which gave rise to the transmission,"
- 2 3 7 in Article 34(1), by the deletion of the words "on the recommendation of the directors" and replacing them with "or by a decision of the directors", and
- 2 3 8 in Article 49(1), by the addition of the words "or a committee of the directors authorised by the directors" at the end of the paragraph

DIRECTORS

3. Methods of appointing directors

Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director

- 3 1 by ordinary resolution, or
- 3 2 by a decision of the directors, provided that any such appointment shall always be subject to the prior written approval of the Controlling Shareholder, or
- 3 3 by written notice to the Company from the Controlling Shareholder

4. Calling a directors' meeting

- 4 1 Notice of a directors' meeting must be given to each director and the Controlling Shareholder, but need not be in writing
- 4 2 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

5. Directors to take decisions collectively

- 5 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 in the form of a directors' written resolution in accordance with Article 6
- 5 2 Subject to the Articles, each director participating in a directors' meeting has one vote
- 5 3 If
 - 5 3 1 the Company only has one director, and
 - 5 3 2 no provision of the Articles requires the Company to have more than one director to form a quorum for directors' meetings,
 the general rule in Article 5 1 does not apply, and the director may take decisions without regard to any of the provisions of the Articles relating to directors' decision-making

Companies Act 2006
Private company limited by shares
ARTICLES OF ASSOCIATION
DUNEDIN PROPERTY MANAGEMENT LIMITED

INTERPRETATION

1. Defined terms

- 1 1 In the Articles, the following words and expressions have the following meanings, unless inconsistent with the context
- | | |
|-------------------------------------|---|
| "alternate" or "alternate director" | an alternate director appointed in accordance with Article 11 |
| "appointor" | has the meaning given in Article 11 |
| "Articles" | the Company's Articles of Association |
| "Controlling Shareholder" | a person (if any) holding not less than 90% of the voting rights in the Company (within the meaning of section 1159 and paragraph 2 of Schedule 6) |
| "Model Articles" | the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles |
| "section" | the relevant section of the Companies Act 2006 unless the context provides otherwise |
- 1 2 Unless the context otherwise requires, other words or expressions contained in these Articles
- | | |
|-------|---|
| 1 2 1 | bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company, and |
| 1 2 2 | words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles |
- 1 3 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- | | |
|-------|---|
| 1 3 1 | any subordinate legislation from time to time made under it, and |
| 1 3 2 | any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts |
- 1 4 A reference in these Articles to an "Article" is a reference to the relevant Article of these Articles unless expressly provided otherwise

2. Amendments to the Model Articles

- 2 1 The regulations in the Model Articles shall apply to the Company except where excluded or modified by these Articles
- 2 2 Articles 7, 8, 9(3), 9(4), 11, 13, 14, 17(1), 29 and 38 of the Model Articles shall not apply to the Company
- 2 3 The Model Articles shall, in their application to the Company, be amended as follows
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| 2 3 1 | in Article 4, by the insertion of "(3) No alteration of the Articles invalidates anything which the directors have done before such alteration ", |
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SHEPHERD+ WEDDERBURN

Companies Act 2006
Private company limited by shares

ARTICLES OF ASSOCIATION

Dunedin Property Property Management Limited

18 Consent requirement

No shares shall be issued without the consent in writing of the Controlling Shareholder

19. Transmission of shares

- 19 1 If title to a share passes to a transmittee, the Company may only recognise the transmittee as having any title to that share
- 19 2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require
- 19 2 1 may, subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person, and
- 19 2 2 subject to the Articles, and pending any transfer of the shares to another person, has the same rights as the holder from whom the transmittee derived such entitlement
- 19 3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the event which gave rise to the transmission, unless they become the holders of those shares

20. Transmittees and transferees bound by prior notices

If a notice is given to a shareholder in respect of shares and a transmittee (or a transferee of such transmittee pursuant to Article 28(2) of the Model Articles) is entitled to those shares, the transmittee (or the transferee) is bound by the notice if it was given to the shareholder before the transmittee's (or transferee's) name has been entered in the register of shareholders

21. Non-cash distributions

- 21 1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution or by a decision of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)
- 21 2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution
- 21 2 1 fixing the value of any assets,
- 21 2 2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
- 21 2 3 vesting any assets in trustees

22. Purchase of own shares

Subject to the Companies Act 2006 but without prejudice to any other provisions of these Articles, the Company may purchase its own shares out of capital up to an aggregate amount in any financial year not exceeding the lower of

- 22 1 £15,000, and
- 22 2 the nominal value of 5% of the Company's fully paid share capital as at the beginning of that financial year

23. Change of name

The Company may change its name by decision of the directors

12 3 2 may sign a written resolution (but only if it is not signed or to be signed by that person's appointor)

No alternate may be counted as more than one director for such purposes

12 4 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company

13. Termination of alternate directorship

An alternate director's appointment as an alternate terminates

- 13 1 when the alternate's appointor revokes the appointment by notice to the Company in writing,
- 13 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,
- 13 3 on the death of the alternate's appointor,
- 13 4 when the alternate's appointor's appointment as a director terminates, or
- 13 5 when the Company receives a written notice to such effect from the Controlling Shareholder

DECISION-MAKING BY SHAREHOLDERS

14. Decisions by sole shareholder

At any time when the Company has only one shareholder, any decision which may be taken by the Company in general meeting may be made by that shareholder and is as valid as if agreed by the Company in general meeting. Unless such decision is made by way of a written resolution, the sole shareholder shall provide the Company with a written record of the decision. Failure to do so will not affect the validity of any such decision and a person dealing with the Company is not concerned to inquire whether a written record has been provided to the Company in accordance with this Article

15. Notice of general meetings

- 15 1 Notice of general meetings need not be given to shareholders who, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company
- 15 2 A shareholder present, in person or by proxy, at any general meeting or meeting of the holders of any class of shares shall be deemed to have been given, and received, the relevant notice of the meeting

16. Quorum for general meetings

- 16 1 Subject to Article 16 2, two shareholders present in person by proxy and entitled to vote on the business to be transacted shall be a quorum
- 16 2 A quorum for general meetings shall require the presence of, and may be constituted by (with or without other shareholders), the Controlling Shareholder, whether present in person or by proxy
- 16 3 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

17. Class meetings

The provisions of the Articles relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of shares

SHARES AND DISTRIBUTIONS

- 10 2 1 be a party to, or in any way interested, whether directly or indirectly, in any contract, arrangement or transaction to which the Company is a party, or in which the Company is in any way interested, whether directly or indirectly,
 - 10 2 2 hold and be remunerated in respect of any office (other than the office of auditor of the Company) or employment under the Company or any other undertaking in which the Company is in any way interested,
 - 10 2 3 act (or any firm of which he is a shareholder, partner or employee may act) in a professional capacity (other than the office of auditor) for the Company or any such other undertaking and be remunerated for so acting,
 - 10 2 4 act as a director or other officer of, or be otherwise interested in, any undertaking promoted by the Company, and
 - 10 2 5 not be held accountable to the Company for any interest, remuneration, profit or other benefit which he (or a person connected with him) derives from any matter permitted by this Article and no such contract, transaction or arrangement is liable to be avoided on the grounds of any such interest or benefit
- 10 3 For the purposes of section 175, the directors have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
- 10 4 Any authorisation of a matter under this Article shall be subject to such conditions, limitations and/or terms as the directors may decide, whether at the time such authorisation is given or subsequently, and may be varied or revoked by the directors at any time and at their absolute discretion. A director shall comply with any obligations imposed on him by the directors pursuant to any such authorisation
- 10 5 A director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any matter authorised by the directors under Article 10 3 and any such related contract, transaction or arrangement is not liable to be avoided on the grounds of any such benefit

11. Appointment and removal of alternate directors

- 11 1 Any director (the "appointor") (other than an alternate director) may appoint any other director or any other person approved by resolution of the directors, to act as his alternate and may remove from office an alternate so appointed
- 11 2 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
- 11 3 The appointment of an alternate director shall always be subject to the prior written approval of the Controlling Shareholder

12. Rights and responsibilities of alternate directors

- 12 1 An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor
- 12 2 Except as the Articles specify otherwise, alternate directors
 - 12 2 1 are deemed for all purposes to be directors,
 - 12 2 2 are liable for their own acts and omissions,
 - 12 2 3 are subject to the same restrictions as their appointors, and
 - 12 2 4 are not deemed to be agents of or for their appointors
- 12 3 A person who is an alternate director but not a director
 - 12 3 1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and

6. Directors' written resolutions

- 6 1 Any director may propose a directors' written resolution by giving notice of the proposed resolution in writing to each director
- 6 2 Notice of a proposed directors' written resolution must set out the terms of the proposed resolution
- 6 3 A proposed directors' written resolution is adopted when all of the directors who would have been entitled to vote on the resolution, and have their vote counted, at a directors' meeting have signed one or more copies of it or otherwise indicated their agreement in writing, provided that those directors who have signed it or otherwise indicated their agreement in writing would have formed a quorum at such a meeting
- 6 4 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the Articles
- 6 5 A written resolution signed by an alternate director need not also be signed by or agreed to by his appointor

7. Quorum for directors' meetings

- 7 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 7 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than 2, and unless otherwise fixed it is 2
- 7 3 If the total number of directors for the time being in office is less than the quorum required, the directors must not take any decision other than a decision
 - 7 3 1 to appoint further directors, or
 - 7 3 2 to call a general meeting so as to enable the shareholders to appoint further directors

8. Chairman's casting vote at directors' meetings

- 8 1 If the numbers of votes by directors who are entitled to vote, and have their vote counted, at a directors' meeting for and against a proposal are equal, the chairman or other director chairing the meeting shall have a casting vote
- 8 2 The chairman or other director chairing the meeting shall not have a casting vote if, in accordance with the Articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

9. Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who is

- 9 1 not participating in a directors' meeting, and
- 9 2 would have been entitled to vote if they were participating in it

10. Directors' interests

- 10 1 For the purposes of this Article
 - 10 1 1 an interest of a person who is connected (within the meaning of section 252) with a director is treated as an interest of the director, and
 - 10 1 2 in the case of an alternate director, the interest of his appointor is treated as an interest of the alternate director in addition to any interest, which the alternate director may have
- 10 2 If he has declared his interest in accordance with the Companies Acts, a director may

- 2 3 2 in Article 18, by the insertion of "(g) that person has for more than 6 consecutive months been absent without permission of the directors from directors' meetings held during that period and the directors resolve that that person should cease to be a director, or (h) the Company receives a written notice to such effect from the Controlling Shareholder",
- 2 3 3 in Article 20, by the insertion of the words "(including alternate directors)" after the words "reasonable expenses which the directors",
- 2 3 4 in Article 42, by the insertion of the words "The voting entitlements of shareholders are subject to any rights or restrictions attached to the shares held by them, whether or not such rights or restrictions are set out in the Articles" at the end of that Article,
- 2 3 5 in Article 27(2)(b), by the deletion of the word "had" after the word "holder" and the insertion of the words "from whom the transmittee derived such entitlement",
- 2 3 6 in Article 27(3), by the deletion of the words "by reason of the holder's death or bankruptcy or otherwise," and in their place the insertion of the words "by reason of the event which gave rise to the transmission",
- 2 3 7 in Article 34(1), by the deletion of the words "on the recommendation of the directors" and replacing them with "or by a decision of the directors", and
- 2 3 8 in Article 49(1), by the addition of the words "or a committee of the directors authorised by the directors" at the end of the paragraph

DIRECTORS

3. Methods of appointing directors

Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director

- 3 1 by ordinary resolution, or
- 3 2 by a decision of the directors, provided that any such appointment shall always be subject to the prior written approval of the Controlling Shareholder, or
- 3 3 by written notice to the Company from the Controlling Shareholder

4. Calling a directors' meeting

- 4 1 Notice of a directors' meeting must be given to each director and the Controlling Shareholder, but need not be in writing
- 4 2 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

5. Directors to take decisions collectively

- 5 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 in the form of a directors' written resolution in accordance with Article 6
- 5 2 Subject to the Articles, each director participating in a directors' meeting has one vote
- 5 3 If
 - 5 3 1 the Company only has one director, and
 - 5 3 2 no provision of the Articles requires the Company to have more than one director to form a quorum for directors' meetings,
 the general rule in Article 5 1 does not apply, and the director may take decisions without regard to any of the provisions of the Articles relating to directors' decision-making

Companies Act 2006
Private company limited by shares
ARTICLES OF ASSOCIATION
DUNEDIN PROPERTY MANAGEMENT LIMITED

INTERPRETATION

1. Defined terms

- 1 1 In the Articles, the following words and expressions have the following meanings, unless inconsistent with the context
- | | |
|-------------------------------------|---|
| "alternate" or "alternate director" | an alternate director appointed in accordance with Article 11 |
| "appointor" | has the meaning given in Article 11 |
| "Articles" | the Company's Articles of Association |
| "Controlling Shareholder" | a person (if any) holding not less than 90% of the voting rights in the Company (within the meaning of section 1159 and paragraph 2 of Schedule 6) |
| "Model Articles" | the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles |
| "section" | the relevant section of the Companies Act 2006 unless the context provides otherwise |
- 1 2 Unless the context otherwise requires, other words or expressions contained in these Articles
- | | |
|-------|---|
| 1 2 1 | bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company, and |
| 1 2 2 | words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles |
- 1 3 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
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| 1 3 1 | any subordinate legislation from time to time made under it, and |
| 1 3 2 | any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts |
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2. Amendments to the Model Articles

- 2 1 The regulations in the Model Articles shall apply to the Company except where excluded or modified by these Articles
- 2 2 Articles 7, 8, 9(3), 9(4), 11, 13, 14, 17(1), 29 and 38 of the Model Articles shall not apply to the Company
- 2 3 The Model Articles shall, in their application to the Company, be amended as follows
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SHEPHERD+ WEDDERBURN

Companies Act 2006
Private company limited by shares

ARTICLES OF ASSOCIATION

Dunedin Property Property Management Limited

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association
of
Dunedin Property Property Management Limited

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

Name of subscriber

Authentication by subscriber

Dunedin Property Asset Management Limited

A handwritten signature in black ink, appearing to be 'A. Dullak' or similar, written over a horizontal line.

For an on behalf of Dunedin Property Asset
Management Limited

Dated 27 September 2016