



FILE COPY

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

Company Number **10619785**

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

62 PROMENADE RTM COMPANY LIMITED

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

Given at Companies House on **14th February 2017**



N10619785O



Companies House



IN01

Application to register a company

13917/100
laserform

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

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

✗ **What this form is NOT for**
You cannot use this form to
register a limited liability partnership
this, please use form LL IN01
use this form if any individual
with significant control is a director
or has applied for protection
having their details disclosed to the
public register. Contact either
companieshouse.gov.uk to order a
separate form

For further information, please



A11 14/02/2017 #45
COMPANIES HOUSE
"A609F9GH"
A05 02/02/2017 #81
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

62 PROMENADE RTM COMPANY LIMITED

For official use

→ 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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A4

Company type ①

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

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

① Company type

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

A5

Principal business activity

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

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

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

Principal activity description

② Principal business activity

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

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

A6

Situation of registered office ③

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

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

③ Registered office

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

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

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

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Application to register a company

A7 Registered office address ①

	Please give the registered office address of your company									
Building name/number	220									
Street	MILL LANE									
Post town	LIVERPOOL									
County/Region	MERSEYSIDE									
Postcode	L	1	5		8	L	J			

① Registered office address

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

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

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

A8 Articles of association ②

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

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

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

A9 Restricted company articles ③

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

③ Restricted company articles

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

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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 *	Dr
Full forename(s)	LEIGH ROBERT HAMILON
Surname	TIPPING
Former name(s) ②	NONE

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	BAY TREE HOUSE
Street	IRVING STREET
Post town	SOUTHPORT
County/Region	MERSEYSIDE
Postcode	P R 9 O H D
Country	ENGLAND

③ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

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Application to register a company

Corporate secretary**C1 Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

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

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	
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)

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

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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Application to register a company *

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)	PAUL
Surname	GETTY
Former name(s) ②	NONE
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Month/year of birth ④	X X m ₀ m ₄ y ₁ y ₉ y ₆ y ₃
Business occupation (if any) ⑤	BUILDER

- 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	FLAT 3 THE AVONDALE
Street	62 THE PROMENADE
Post town	SOUTHPORT
County/Region	MERSEYSIDE
Postcode	P R 9 0 H Z
Country	ENGLAND

- ⑥ Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

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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)	ANTONY
Surname	CLINTON
Former name(s) ②	NONE
Country/State of residence ③	ENGLAND
Nationality	X BRITISH
Month/year of birth ④	X X <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Business occupation (if any) ⑤	LOSS ASSESSOR

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	220
Street	MILL LANE
Post town	LIVERPOOL
County/Region	MERSEYSIDE
Postcode	L 1 5 <input type="text"/> <input type="text"/> 8 L J <input type="text"/>
Country	ENGLAND

⑥ Service address

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

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

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

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Application to register a company

Corporate director**E1****Corporate director appointments ①**

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

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

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

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

E2**Location of the registry of the corporate body or firm**

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

→ Yes Complete **Section E3 only**→ No Complete **Section E4 only****E3****EEA companies ②**

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

Where the company/
firm is registered ③

Registration number

② EEA

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

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 ④If applicable, the
registration number**④ Non-EEA**

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

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Application to register a company

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 *	DR							
Full forename(s)	LEIGH ROBERT HAMILTON							
Surname	TIPPING							
Former name(s) 2	NONE							
Country/State of residence 3	ENGLAND							
Nationality	BRITISH							
Month/year of birth 4	X	X	m0	m5	y1	y9	y4	y9
Business occupation (if any) 5								

- 1 Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- 2 Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
- 3 Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- 4 Month and year of birth**
Please provide month and year only.
- 5 Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

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	BAY TREE HOUSE							
Street	IRVING STREET							
Post town	SOUTHPORT							
County/Region	MERSEYSIDE							
Postcode	P	R	9		0	H	D	
Country	ENGLAND							

- 6 Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

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Part 3**Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1**Statement of capital**

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

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

Continuation pages

Please use a continuation page if necessary

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

Currency table A

Totals				

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)			

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

F2**Statement of capital** (Prescribed particulars of rights attached to shares)

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

Class of share

Prescribed particulars

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

The particulars are

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

A separate table must be used for each class of share

Continuation pages

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

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Application to register a company

Class of share		1 Prescribed particulars of rights attached to shares
1 Prescribed particulars		<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						
Address						
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 details

Forename(s) 1	LEIGH ROBERT HAMILTON
Surname 1	TIPPING
Address 2	BAY TREE HOUSE, IRVING STREET, SOUTHPORT
Postcode	P R 9 0 H D
Amount guaranteed 3	£1
Class of member (if applicable) 4	

Subscriber's details

Forename(s) 1	PAUL
Surname 1	GETTY
Address 2	FLAT 3 THE AVONDALE 62 PROMENADE, SOUTHPORT
Postcode	P R 9 0 H Z
Amount guaranteed 3	£1
Class of member (if applicable) 4	

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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

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Application to register a company

Part 5

People with significant control (PSC)

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

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

H1

Statement of initial significant control ①

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

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

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

☒ [X] 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

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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

Title *	
Full forename(s)	
Surname	
Country/State of residence ❶	
Nationality	
Month/year of birth ❷	<div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>

- ❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6
- ❷ **Month and year of birth**
Please provide month and year only

H4**Individual's service address ❶**

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

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

- ❶ **Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.
- If you provide the individual's residential address here it will appear on the public record

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

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Application to register a company

H9

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

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

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

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

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

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

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

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

① Tick each that apply

IN01

Application to register a company

Individual PSC

H3

Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title *	
Full forename(s)	
Surname	
Country/State of residence ①	
Nationality	
Month/year of birth ②	<div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>

- 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

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**.

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

- ① **Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.
- If you provide the individual's residential address here it will appear on the public record*

IN01

Application to register a company

H7

Nature of control for an individual ^①

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

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

① Tick each that apply

H8

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

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

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

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

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

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

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

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

① Tick each that apply.

IN01

Application to register a company

H9

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

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

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

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

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

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

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

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

① Tick each that apply

IN01

Application to register a company

Relevant legal entity (RLE)**I1 RLE details ①**

Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

① Registered or principal office address
This is the address that will appear on the public record

I2 Legal form and governing law

	Please give details of the legal form of the RLE and the law by which it is governed If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register
Legal form	
Governing law	
If applicable, register in which RLE is entered ①	
Country/State ①	
Registration number ①	

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

13

Nature of control for the RLE ①

Please indicate how the RLE has significant control over the company

① Tick each that apply

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

14

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

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

① Tick each that apply

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

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

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

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

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

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

15

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

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

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

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

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

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

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

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

① Tick each that apply

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is

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

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record

J3

Legal form and governing law

Legal form

Governing law

J4

Nature of control ①

Please show how the ORP has significant control over the company

① Tick each that apply

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

J5

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

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

① Tick each that apply

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

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

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

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

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

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

IN01

Application to register a company

J6

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

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

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

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

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

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

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

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

① Tick each that apply

IN01

Application to register a company

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

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

K1 Election to keep secretaries' register information on the public register ¹

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

¹ only applies if the proposed company will have a secretary

K2 Election to keep directors' register information on the public register

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

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

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

K3 Election to keep directors' usual residential address (URA) register information on the public register

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

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

K4 Election to keep members' register information on the public register

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

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

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

K5 Election to keep PSC register information on the public register

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

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

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

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

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

IN01

Application to register a company

Part 7 Consent to act**L1 Consent statement**

Please tick the box to confirm consent

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

Part 8 Statement about individual PSC particulars**M1 Particulars of an individual PSC ①**

Please tick the box to confirm

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

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

Part 9 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section N1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section N2** (Statement of compliance delivered by an agent)

N1 Statement of compliance delivered by the subscribers ②

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

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

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

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

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

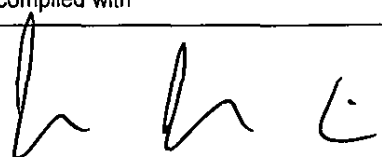
IN01

Application to register a company

N2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	COCKSHOT PECK LEWIS									
Building name/number	24									
Street	HOGHTON STREET									
Post town	SOUTHPORT									
County/Region	MERSEYSIDE									
Postcode	P	R	9		0	P	A			
Country	ENGLAND									
	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

Company name

Cockshott Peck Lewis
Solicitors

Address 24 Hoghton Street

Post town Southport

County/Region Merseyside

Postcode

P

R

9

0

P

A

Country UK

DX 20107

Telephone 01704 534034



Certificate

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

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



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

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



Important information

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



How to pay

A fee is payable on this form

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



Where to send

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

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

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

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

Section 243 or 790ZF exemption

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



Further information

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

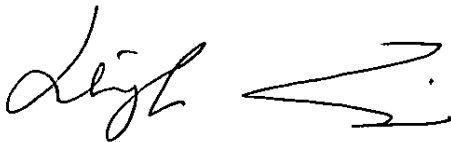
This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of 62 Promenade RTM Company Limited

Each subscriber to the memorandum of association wishes to form a company
Under the Companies Act 2006 to become a member of the company

Dr Leigh Robert Hamilton Tipping



Pauli Getty



10/02/17

Articles of Association of the RTM Company

Company Limited by Guarantee and not having a Share Capital

Articles of Association of 62 Promenade RTM Company Limited

INTERPRETATION

1 In these articles

‘the Companies Act’ means the Companies Act (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company

‘the 2002 Act’ means the Commonhold and Leasehold Reform Act 2002,

‘address’, in relation to electronic communications, includes any number or address used for the purposes of such communications,

‘clear days’, in relation to a period of notice, means that 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,

‘communication’ and ‘electronic communication’ have the same meaning as in the Electronic Communications Act 2000,

‘the Company’ means 62 Promenade RTM Company Limited

“director” means a director of the Company and includes any person occupying the position of director, by whatever name called

‘immediate landlord’, in relation to a unit in the Premises, means the person who

(a) if the unit is subject to a lease, is the landlord under the lease, or

(b) if the unit is subject to two or more leases, is the landlord under whichever of the leases is inferior to the others,

‘the Premises’ means The Avondale, 62 Promenade, Southport, Merseyside,

‘residential unit’ means a flat or any other separate set of premises which is constructed or adapted for use for the purposes of a dwelling,

‘registered office’ means the registered office of the Company,

‘secretary’ means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

2 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Companies Act

3 In these articles, references to an Act shall include any statutory modifications or re-enactment of the Act for the time being in force

MEMBERS

4 Subject to the following articles, the subscribers to the Memorandum of Association of the Company, and such other persons as are admitted to membership in accordance with these articles shall be members of the Company, Membership of the Company shall not be transferable

5 No person shall be admitted to membership of the Company unless that person, whether alone or jointly with others, is

- (a) a qualifying tenant of a flat contained in the Premises as specified in Section 75 of the 2002 Act, or
 - (b) from the date which the Company acquires the right to manage the Premises pursuant to the 2002 Act, a landlord under a lease of the whole or any part of the Premises
- 6 A person who, together with another or others, is to be regarded as jointly being the qualifying tenant of a flat, or as jointly constituting the landlord under a lease of the whole or any part of the Premises, shall, once admitted, be regarded as jointly being a member of the Company in respect of that flat or lease (as the case may be)
- 7 Every person who is entitled to be, and who wishes to become a member of the company, shall deliver to the Company an application for membership executed by him in the following form (or in a form as near to the following form as circumstances allow or in any other form which is usual or which the directors may approve)

To the Board of (name of company)

I (name)
of (address)

am a qualifying tenant of (address of flat) and wish to become a member of (name of Company) subject to the provisions of the Memorandum and Articles of Association of the Company and to any Rules made under those Articles I agree to pay to the Company an amount of up to £1 if the Company is wound up while I am a member or for up to 12 months after I have ceased to be a member

Signed .

Dated .

- 8 Applications for membership by persons who are to be regarded as jointly being the qualifying tenant of a flat, or who jointly constitute the landlord under a lease of the whole or any part of the Premises, shall state the names and addresses of all others who are jointly interested with them, and the order in which they wish to appear on the register of members in respect of such flat or lease (as the case may be)
- 9 The directors shall, upon being satisfied as to a person's application and entitlement to membership, register such person as a member of the Company
- 10 Upon the Company becoming an RTM company in relation to the Premises, any of the subscribers to the Memorandum of Association who do not also satisfy the requirements for membership set out in article 5 above shall cease to be members of the Company with immediate effect Any member who at any time ceases to satisfy those requirements shall also cease to be a member of the Company with immediate effect
- 11 If a member (or joint member) dies or becomes bankrupt, his personal representatives or trustee in bankruptcy will be entitled to be registered as a member (or joint member as the case may be) upon notice in writing to the Company

- 12 A member may withdraw from the Company and thereby cease to be a member by giving at least seven clear days' notice in writing to the Company Any such notice shall not be effective if given in the period beginning with the date on which the Company gives notice of its claim to acquire the right to manage the Premises and ending with the date which is either,
- (a) the acquisition date in accordance with Section 90 of the 2002 Act, or
 - (b) the date of withdrawal or deemed withdrawal of that notice in accordance with Sections 86 or 87 of that Act
- 13 If, for any reason
- (a) a person who is not a member of the Company becomes a qualifying tenant or landlord jointly with persons who are members of the Company, but fails to apply for membership within twenty-eight days, or
 - (b) a member who is a qualifying tenant or landlord jointly with such persons dies or becomes bankrupt and his personal representatives or trustee in bankruptcy do not apply for membership within fifty-six days pursuant to article 11, or
 - (c) a member who is a qualifying tenant or landlord jointly with such persons resigns from membership pursuant to article 12,
- those persons shall, unless they are otherwise entitled to be members of the Company by reason of their interest in some other flat or lease, also cease to be members of the Company with immediate effect All such persons shall, however, be entitled to re-apply for membership in accordance with articles 7 to 9.

GENERAL MEETINGS

- 14 All general meetings, other than annual general meetings, shall be called extraordinary general meetings
- 15 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the companies Act, shall forthwith (and in any event within twenty-one days) proceed to convene an extraordinary general meeting for a date not more than twenty-eight days after the date of the notice convening the meeting If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting
- 16 All general meetings shall be held at the Premises or at such other suitable place as is near to the Premises and reasonably accessible to all members

NOTICE OF GENERAL MEETINGS

- 17 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days notice All other extraordinary general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote, and

- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members
- 18 The notice shall specify the time and place of the meeting and, in the case of an annual general meeting, shall specify the meeting as such
- 19 The notice shall also include or be accompanied by a statement and explanation of the general nature of the business to be transacted at the meeting
- 20 Subject to the provisions of these articles, the notice shall be given to all the members and to the directors and auditors
- 21 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting

PROCEEDINGS AT GENERAL MEETINGS

- 22 No business shall be transacted at any general meeting unless it was included *in the notice convening the meeting in accordance with article 19*
- 23 No business shall be transacted at any general meeting unless a quorum is present *The quorum for the meeting shall be twenty per cent of the members of the Company entitled to vote upon the business to be transacted, or two members of the Company so entitled (whichever is the greater) present in person or by proxy*
- 24 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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 time and place as the directors may determine
- 25 The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman
- 26 If 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 and entitled to vote shall choose one of their number to be chairman
- 27 A director shall, notwithstanding that he is not a member, be entitled to attend, speak and propose (but, subject to article 33, not vote upon) a resolution at any general meeting of the company
- 28 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been

transacted at the meeting if the adjournment had not taken 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.

- 29 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Company Act, a poll may be demanded
- (a) by the chairman, or
 - (b) by at least two members having the right to vote at the meeting, or
 - (c) by a member or members representing not less one-tenth of the total voting rights of all the members having the right to vote at the meeting,
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
- 30 Unless a poll is duly demanded, a declaration by the chairman that a resolution has 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 the resolution.
- 31 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 32 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll demanded.
- 33 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 34 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 35 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 36 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting

at which he was present shall be effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members

- 37 On a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll, each member shall have the number of votes determined in accordance with articles 38 to 40
- 38 If there are no landlords under leases of the whole or any part of the Premises who are members of the Company, then one vote shall be available to be cast in respect of each flat in the Premises. The vote shall be cast by the member who is the qualifying tenant of the flat
- 39 At any time at which there are any landlords under leases of the whole or any part of the Premises who are members of the Company, the votes available to be cast shall be determined as follows
- (a) There shall first be allocated to each residential unit in the Premises the same number of votes as equals the total number of members of the Company who are landlords under leases of the whole or any part of the Premises. Landlords under leases who are regarded as jointly being a member of the Company shall be counted as one member for this purpose,
 - (b) if at any time the Premises includes any non-residential part, a total number of votes shall be allocated to the part as shall equal the total number of votes allocated to the residential units multiplied by a factor of A/B , where A is the total internal floor area of the non-residential parts and B is the total internal area of all the residential parts. Internal floor area shall be determined in accordance with paragraph 1(4) of Schedule 6 to the 2002 Act. Calculations of the internal floor area of less than half a square metre shall be ignored and fractions of floor area in excess of half a square metre shall be counted as a whole square metre,
 - (c) the votes allocated to each residential unit be entitled to be cast by the member who is the qualifying tenant of that unit, or if there is no member who is a qualifying tenant of the unit, by the member who is the immediate landlord,
 - (d) the votes allocated to any non-residential part included in the Premises shall be entitled to be cast by the immediate landlord of that part, or where there is no lease of a non-residential part, by the freeholder. Where there is more than one such person, the total number of votes allocated to the non-residential part shall be divided between them in proportion to the internal floor area of their respective parts. Any resulting entitlement to a fraction of a vote shall be ignored,
 - (e) if a residential unit is not subject to any lease, no votes shall be entitled to be cast in respect of it,
 - (f) any person who is a landlord under a lease or leases of the whole or any part of the Premises and who is a member of the Company but is not otherwise entitled to any votes, shall be entitled to one vote
- 40 In the case of any persons who are to be regarded as jointly being members of the Company, any such person may exercise the voting rights to which such members are jointly entitled, but where more than one such person tenders a vote, whether in person or by proxy, the vote of the senior shall be accepted to the order in which the names of such persons appear in the register of

members in respect of the flat or lease (as the case may be) in which they are interested

- 41 The Company shall maintain a register showing the respective of each of its members to vote on a poll at any meeting of the Company
- 42 Any objection to the qualification of any voter or to the computation of the number of votes to which he is entitled that is raised in due time at a meeting or adjourned meeting shall be referred to the chairman of the meeting, be final and conclusive Subject to that, any dispute between any member and the Company or any other member, that arises out of the members contract of membership and concerns the measurement of floor areas, shall be referred for determination by an independent chartered surveyor selected by agreement between the parties or, in default, by the president of the Royal Institution of Chartered Surveyors Such independent chartered surveyor shall, in determining the measurements of the floor areas in question, act as an expert and not as an arbitrator and his decision shall be final and conclusive The Company shall be responsible to such surveyor for payment of fees and expenses, but he shall have the power, in his absolute discretion, to direct that some or all of such fees and expenses shall be reimbursed by the member(s) in question to the Company, in which event such monies shall be paid by the member(s) to the Company forthwith
- 43 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on show of hands or on a poll, by his receiver, curator bonis or other person, authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on poll, vote by proxy Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office, or at such other place as is specified in accordance with these articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable
- 44 On poll votes may be given either personally or by proxy A member may appoint more than one proxy to attend on the same occasion
- 45 An instrument appointing a proxy shall be writing, executed by or on behalf of the appointer and shall be in the following form (or in form as near to the following form as circumstances allow or in any other form which is usual or which the directors may approve)

(Name of Company)

(Name of member(s)), of (address), being a member/members of the above-named company, hereby appoint (name) of (address), or failing him, (name) of (address), as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on (date), and at any adjournment of the meeting

Signed on (date)

- 46 Where it is desired to afford members an opportunity of instructing the proxy how he shall act, the instrument appointing a proxy shall be in the following form (or in a form as near to the following form as circumstances allow or in any other form which is usual or which the directors may approve)

(Name of Company)

(Name of member(s)), of (address), being a member/members of the above-named company, hereby appoint (name) of (address), or failing him (name) of (address), as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company, to be held on (date), and at any adjourning of the meeting

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 [for] [against]

Resolution No 2 [for] [against]

(Strike out whichever is not desired)

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed on (date)

- 47 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may
- (a) in the case of an instrument in writing, be deposited at the registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - (b) in the case of an appointment contained in an electronic communication, where an address had been specified for the purpose of receiving electronic communications
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,
- be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,
- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as mentioned in paragraph (a) or (b) after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
 - (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director,
- and an instrument of proxy which is not deposited, delivered or received in a manner permitted by this article shall be invalid

- 48 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the registered office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise then on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

QUALIFICATION OF DIRECTORS

- 49 A director need not be a member of the Company
- NUMBER OF DIRECTORS
- 50 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two

APPOINTMENT AND REMOVAL OF DIRECTORS

- 51 At the first annual general meeting, all of the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but if there is only one director who is subject to retirement by rotation, he shall retire
- 52 Subject to the provisions of the Companies Act, the directors to retire by rotation shall be those who have been longest in the office since their last appointment or reappointment, but as between persons who became or who were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 53 If the Company, at the meeting at which a director retires by rotation does not fill the vacancy, the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is to put the meeting and lost
- 54 A person other than a director retiring by rotation shall not be appointed or reappointed as a director at any general meeting unless
- (a) he is recommended by the directors, or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for a appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed
- 55 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting, notice shall be given to all who are

entitled to receive notice of the meeting of any person who is recommended or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.

- 56 Subject to articles 51 to 55, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy, or as an additional director and may also determine the rotation in which any additional directors are to retire.
- 57 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 58 Subject to those articles, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

ALTERNATE DIRECTORS

- 59 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.
- 60 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 the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his service 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 unless he has given to the Company an address to which notices may be sent using electronic communications.
- 61 An alternate director shall cease to be an alternate director if his appointor ceases to be a director. If a director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
- 62 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.
- 63 Except where otherwise provided in these 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 agent of the director appointing him

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 64 The office of a director shall be vacated if
- (a) he ceases to be a director by virtue of any provision of the Companies Act or he become prohibited by law from being a director, or
 - (b) he becomes bankrupt and shall continue to be disqualified from acting as a director whilst he remains undischarged from his bankruptcy, or makes any arrangement or composition with his creditors generally, or
 - (c) he is, or may be, suffering from mental disorder and either
 - (i) he is admitted too hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs or
 - (d) having been a member of the Company, he ceases to be a member of the Company, or
 - (e) he resigns his office by notice to the Company, or
 - (f) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated
- 65 Subject to the provisions of the Companies Act, the memorandum and these articles and to any directors 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 memorandum or 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 these articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors
- 66 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

DELEGATION OF DIRECTORS' POWERS

- 67 The directors may delegate any of their powers to any committee consisting of one or more directors, members of the Company and others as they shall think fit The majority of the members of any such committee from time to time shall be members of the Company The directors 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 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 Subject to any such conditions, 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

REMUNERATION OF DIRECTORS

- 68 Except with the consent of the Company in general meeting, the directors shall not be entitled to any remuneration. Any resolution giving such consent shall specify the amount of remuneration to be paid to the directors, and unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

- 69 The directors may be paid all expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 70 Subject to the provisions of the Company Act, and provided that the terms of any such appointment, agreement or arrangement have been approved in advance by the Company, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.
- 71 Subject to the provisions of the Companies Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and
 - (b) may be 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
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or 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.
- 72 For the purposes of article 71
- (a) a general notice given to the directors 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 of 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
- (b) 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

DIRECTORS' GRATUITES AND PENSIONS

- 73 The directors may provide benefits, whether by the payment of gratuities of pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependant on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit

PROCEEDINGS OF DIRECTORS

- 74 Subject to the provisions of these articles, the directors may regulate their proceedings 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 a director who is absent from the United Kingdom unless he has given to the Company an address to which notices may be sent using electronic communications. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.
- 75 The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other greater number, shall be the greater of fifty per cent of the number of appointed directors for the time being, or two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. A person who holds office both as a director and as an alternate director shall only be counted once in the quorum.
- 76 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing director may act only for the purpose of filling vacancies or of calling a general meeting.
- 77 The directors may appoint one of their number to be the chairman of the board of directors 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 fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 78 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that

any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had duly appointed and was qualified and had continued to be a director and had been entitled to vote

- 79 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors, but 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
- 80 A director who is not a member of the Company shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with interests of the Company For the purposes of this article, an interest of a person who is, for any purpose of the Companies Act, connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 81 A director who is a member of the Company may vote at any meeting of directors or of any committee of directors of which he is a member notwithstanding that it in any way concerns or relates to a matter in which he has any interest whatsoever, directly or indirectly, and if he votes on such a resolution, his vote shall be counted, and, in relation to any such resolution, he shall (whether or not he votes on it) be taken into account in calculating the quorum present at the meeting
- 82 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive

SECRETARY

- 83 Subject to the provisions of the Companies Act, the secretary shall be appointed by the directors for such terms, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them The secretary may resign his office at any time by giving notice in writing to the Company

MINUTES

- 84 The directors shall cause minutes to be made in books kept for the purpose
- (a) of all appointments of officers made by the directors, and
 - (b) of all proceedings at meetings of the Company, of members and of the directors, and of committees of directors, including the names of the directors present at each such meeting

NO DISTRIBUTION OF PROFITS

- 85 Except in the case of a winding up, the Company shall not make any distribution to its members of its profits or assets, whether in cash or otherwise

WINDING UP

- 86 If the company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Companies Act, divide among the members the whole or any part of the assets of the Company and may, for the purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he, with the like sanction, determines but no member shall be compelled to accept any asset upon there is a liability

INSPECTION AND COPYING OF BOOKS AND RECORDS

- 87 In addition to, and without derogation from, any right conferred by statute, any member shall have the right, on reasonable notice, at such time and place as shall be convenient to the Company, to inspect, and to be provided with a copy of, any book, minute, document or accounting record of the Company, upon payment of any reasonable charge for copying. Such rights shall be subject to any resolution of the Company in general meeting, and, in the case of any book, minute, document or accounting record which the directors reasonably consider contains confidential material, the disclosure of which would be contrary to the interests of the Company, to the exclusion or excision to such confidential material (the fact of such exclusion or excision being disclosed to the member), and to any other reasonable conditions that the directors may impose

NOTICES

- 88 Any notice to be given to or by any person pursuant to these articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the directors need not be in writing or given using electronic communications if there is insufficient time to give such notice having regard to the urgency of the business to be conducted at the meeting
- 89 The company may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications in accordance with any of the methods described in the Companies Act. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent by electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company

- 90 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 91 Proof that an envelope containing a notice was properly addressed, prepaid and posted by first class post shall be conclusive evidence that the notice was given Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- 92 A notice sent by first class post shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted A notice contained in an electronic communication deemed to be given at the expiration of 48 hours after
- 93 Subject to the Companies Act,
(a) without prejudice to any indemnity to which a director may otherwise be entitled, every director or other office or auditor of the Company shall be indemnified out of the assets of the Company against any losses or liabilities which he may sustain or incur in or about, or otherwise in relation to, the execution of the duties of his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; and
(b) no director or other shall be liable for any loss, damage or other misfortune which may happen to or be incurred by the Company in, or in relation to, the execution of the duties of his office
- 94 The directors shall have power to purchase an maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in section 235(6) of the Companies Act

RULES OR BYE-LAWS

- 95 The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company Any such rules or bye-laws shall not be inconsistent with the Memorandum and these articles and may, in particular (but without prejudice to the generality of the directors' powers), regulate-
(a) the conduct of the members of the Company in relation to one another and to the Company and the Company's servants,
(b) the procedure at general meetings and meetings of the directors and committees of the directors of the Company in so far as such procedure is not regulated by these articles
- 96 The Company in general meeting shall have power to alter, repeal or add to any such rules or bye-laws and the directors shall adopt such means as they deem sufficient to bring to the notice of the members of the Company any such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the Company

Names and address of subscribers

- 90 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 91 Proof that an envelope containing a notice was properly addressed, prepaid and posted by first class post shall be conclusive evidence that the notice was given Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- 92 A notice sent by first class post shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted A notice contained in an electronic communication deemed to be given at the expiration of 48 hours after
- 93 Subject to the Companies Act,
(a) without prejudice to any indemnity to which a director may otherwise be entitled, every director or other office or auditor of the Company shall be indemnified out of the assets of the Company against any losses or liabilities which he may sustain or incur in or about, or otherwise in relation to, the execution of the duties of his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and
(b) no director or other shall be liable for any loss, damage or other misfortune which may happen to or be incurred by the Company in, or in relation to, the execution of the duties of his office
- 94 The directors shall have power to purchase an maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in section 235(6) of the Companies Act

RULES OR BYE-LAWS

- 95 The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company Any such rules or bye-laws shall not be inconsistent with the Memorandum and these articles and may, in particular (but without prejudice to the generality of the directors' powers), regulate-
(a) the conduct of the members of the Company in relation to one another and to the Company and the Company's servants,
(b) the procedure at general meetings and meetings of the directors and committees of the directors of the Company in so far as such procedure is not regulated by these articles
- 96 The Company in general meeting shall have power to alter, repeal or add to any such rules or bye-laws and the directors shall adopt such means as they deem sufficient to bring to the notice of the members of the Company any such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the Company

Names and address of subscribers

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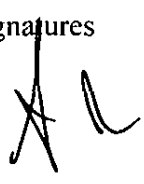
Signed 

Mr Paul Getty
Flat 3 The Avondale
62 Promenade
Southport
PR8 0HZ

Signed 

Dated 2nd December 2016

Witness to the above signatures

 Anishka Ford