

Company No 12324382

18 ESKDALE TERRACE (FREEHOLD) LIMITED


Written Resolutions of the members of the above-named Company
pursuant to s.288(3)(b) of the Companies Act 2006

I, the undersigned, being the sole member of the Company entitled to attend and vote
at general meetings of the Company, hereby pass the following resolution as a Special
Resolution:-

SPECIAL RESOLUTION

THAT: new Articles of Association of the Company in the form of the draft
annexed hereto be and are hereby adopted in substitution for and to the
exclusion of the existing Articles of Association.

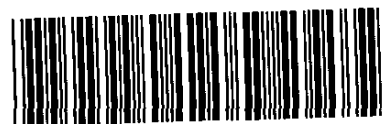
Signed


.....
Jacqueline Samuels

Dated:

18 December 2019

FRIDAY



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20/12/2019

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COMPANIES HOUSE

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
18 ESKDALE TERRACE (FREEHOLD) LIMITED

1. General

Save insofar as they are excluded or modified in these Articles, the Articles contained in The Model Articles for Private Companies limited by shares ("the Model Articles") shall apply to the Company.

2. Interpretation

2.1 Subject as follows, words and expressions contained in these Articles shall bear the same meaning as in the Act and in the Model Articles.

2.2 In these Articles:

"the Estate" means the land and buildings known as 18 Eskdale Terrace, Newcastle Upon Tyne NE2 4DN;

"Leases" means the leases of the 4 flats at the Estate subsisting on 18 December 2019 and references to the terms of such Leases means the terms of the Leases in the form subsisting on that date,

"Flat" means any of the flats comprised within the Estate;

"Lessee" means the lessee for the time being of any of the Flats.

2.3 The provisions of the Interpretation Act 1978 shall apply in the interpretation of these Articles.

3. Share Capital

3.1 The share capital of the Company is £1.00 divided into 1 ordinary share of £1.00.

3.2 In accordance with section 567(1) of The Companies Act 2006 ("the Act"), section 561(1) and section 562(1) to (5) of the Act shall be excluded from applying to the Company.

3.3 All unissued shares shall be at the disposal of the directors who may (subject to the provisions of these Articles) allot the same to such persons, at such times, and on such terms as they think proper, but so that no share shall be issued at a discount.

4. Membership

- 4.1 No share in the Company shall be allotted to any person who is not at the date of such allotment a Lessee.
- 4.2 Where a Lease is held jointly by more than one person, then each of those persons shall be entitled to have his name entered in the Company's Register of Members as the holder of such shares.

5. Transfer of Shares

- 5.1 Subject to Article 5.2 hereof, a member shall be entitled to transfer or dispose of any interest in or over any of his shares only in accordance with the provisions of this Article and if a member or other person entitled to a share at any time attempts to deal with or dispose of any share in the Company or any interest therein otherwise than in the circumstances specified in Article 5.2 or to a person not being a person to whom he is entitled to dispose of his shares in accordance with that Article the Company shall not register the transfer.
- 5.2 Where a member being a Lessee disposes of his interest in the Flat in respect of which he is for the time being the Lessee, then on perfection of such disposal he shall transfer all of his shares in the Company at par to the person to whom such interest has been disposed ("the New Lessee").
- 5.3 If a member fails in the circumstances specified in Article 5.2 to dispose of his shares as required by that Article, then the following provisions of this Article shall apply:
 - (i) the member in question shall be deemed to have appointed the Company (by its board of directors) as his agent empowered to sell all of the shares of which he is registered as the holder (together with all rights attaching thereto) to the New Lessee at par in accordance with the terms of this Article. Such appointment shall be deemed to have been made on the day on which such disposal was perfected,
 - (ii) the price payable by the New Lessee in respect of the shares to be transferred under this Article (being the par value thereof) shall be paid to the Company as agent for the member;
 - (iii) on payment of the price as aforesaid, the member shall be obliged to transfer the shares to the New Lessee;
 - (iv) if such member, having become bound to transfer any shares pursuant to this Article, makes default in transferring the same the directors may authorise some person to execute the necessary instrument of transfer of such shares and may deliver it on his behalf and shall thereupon (subject to such instrument being duly stamped) cause the New Lessee to be registered as the holder of such shares.

6. Notice of General Meetings

A member who is in arrears with any payments due to the Company at the date at which notice of a general meeting of the Company is to be given in accordance with these Articles shall not be entitled to receive notice of the meeting or to attend or vote thereat.

7. Proceedings at General Meetings

- 7.1 Subject to Articles 6 and 7.2 and to any other rights or restrictions attached to any shares, on a show of hands every member of the Company present in person or by proxy shall have one vote and on a poll every member present in person or by proxy shall have one vote.
- 7.2 Where more than one person is registered in the Company's Register of Members as the holder of a share, then those persons shall together enjoy the rights of a single member of the Company and the Company shall be entitled to treat those persons as a single member. The Company shall not be obliged to accept any instruction given or any vote cast in reference to any such share by any person other than that person whose name appears first in the Register of Members.

8. Directors

- 8.1 Unless and until otherwise determined by the Company in general meeting the number of directors shall not be less than one but until so determined there shall be no maximum number of directors.
- 8.2 Unless otherwise resolved by the Company in general meeting, the directors of the Company shall be appointed from amongst the Lessees.

9. Proceedings of Directors

Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, a director who is in any way, directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

- (i) may be a party to, or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise directly or indirectly interested;
- (ii) shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested;
- (iii) shall be entitled to vote at a meeting of directors or of a committee of the directors in respect of such contract or proposed contract in which he is interested;
- (iv) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

- (v) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any company in which the Company is otherwise, directly or indirectly, interested; and
- (vi) shall not be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such company and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

10. Directors' Expenses

- 10.1 The directors of the Company shall be entitled to receive such expenses as the Company may by ordinary resolution determine and Article 20 of the Model Articles shall be modified accordingly.
- 10.2 The directors of the Company shall not be entitled to receive remuneration for their services to the Company as directors. Article 19(2)(a) of the Model Articles shall not apply to the Company.