

Company No: 01219836

Special Resolution

The Companies Act 2006
Private Company Limited by Shares

of Hanover Gate Mansions (Regents Park) Limited

At a General Meeting of the above-named Company
duly convened and held at

51b Hanover Gate Mansions, Park Road, London NW1 4SN

on 23rd October 2019 at 6.30 pm

the following SPECIAL RESOLUTIONS were duly passed

Resolutions

1. That the name of the Company be changed to:

Hanover Gate Mansions Property Management (Blocks 1 to 3) Ltd

2. That the Articles of Association of the Company be altered to insert a new clause numbered 10 with the following wording:

The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed by or in accordance with the articles as the maximum number of directors. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election. For the avoidance of doubt, if in any year an Annual General Meeting is not held the Directors are not deemed to have retired or resigned in the absence of the Meeting. Clause 95 of the Table A shall be modified accordingly.

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COMPANIES HOUSE

The existing Clause 10 will be renumbered to Clause 11 and the Clauses subsequent to this will be renumbered to be sequential to Clause 11.

The articles of association shall be altered so as to take the form of the articles of association attached to this resolution and are in substitution for, and to the exclusion of, the articles of association of the company previously registered with the Registrar of Companies.

 Director

23 October 2019 Date

**ARTICLES OF
ASSOCIATION**

**THE COMPANIES ACTS, 1948 TO 1967
COMPANY LIMITED BY SHARES**

OF

**HANOVER GATE MANSIONS PROPERTY MANAGEMENT
(BLOCKS 1 TO 3) LTD**

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 24, 53, 58, 71, 75, 84 (2), 84 (4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation II of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

SHARE TRANSFERS

6. Regulation 22 of Part I of Table A shall not apply to the Company. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

7. The words “the appointment of and” shall be omitted in regulation 52 of Part I of Table A.
8. The words “twenty one” shall be substituted for the word “thirty” in regulation 57 of Part I of Table A.
9. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

10. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed by or in accordance with the articles as the maximum number of Directors. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election. For the avoidance of doubt, if in any year an Annual General Meeting is not held the Directors are not deemed to have retired or resigned in the absence of the Meeting. Clause 95 of the Table A shall be modified accordingly.
11. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The names of the first *Directors shall be, Dennis Walter Gould, Jack Levison.*
12. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

13. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.
14. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
15. The office of a Director shall be vacated:-
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
 - (3) If he becomes of unsound mind.
 - (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
 - (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

16. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

17. The first Secretary of the Company shall be *Jack Levison*.

SEAL

18. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

19. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.