

Main House Management Limited

SATURDAY



A11 *A7X0KBQW* #264
12/01/2019
COMPANIES HOUSE

c/o 'ad interim' Ltd
The Lansdowne Building
2 Lansdowne Road
Croydon CR9 2ER

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

- of -

MAIN HOUSE MANAGEMENT LIMITED (the "Company")

Company Number: 01567743

PRIVATE COMPANY LIMITED BY SHARES

CHANGE OF ARTICLES OF ASSOCIATION

At a general meeting of the Company, duly convened and held at The Alexandra, 14 Clapham Common Southside, London SW4 7AA on 9th January 2019, the following resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the existing articles of association of the company be modified as follows:

The wording of Article 23 to be amended to read:-

AUDITORS

"23: The Directors may appoint Auditors if they deem it appropriate to do so. The duties of any Auditors appointed shall be regulated in accordance with the applicable provisions of the Companies Act 2006."

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

Signed:-


Robert O'Dwyer
Director/Chairman

Date:-



Registered Office: The Lansdowne Building, 2 Lansdowne Road, Croydon CR9 2ER
Company Registered in England & Wales:
Company Number 01567743

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

MAIN HOUSE MANAGEMENT LIMITED

01567743

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (hereinafter called "Table A") shall apply to the Company.
2. Regulations 24, 75 to 77 inclusive, 84(2), 87 to 97 inclusive, 99, 100, 114 to 124 inclusive, 126, 128 and 129 of Table A shall not apply to the Company, but the Regulations hereinafter contained shall together with the remaining Regulations of Table A (modified as hereinafter provided) constitute the Regulations of the Company.

SHARES

3. The Share Capital of the Company is £480 divided into 480 shares of £10 each.
4. Each of the shares in the Company shall be allocated to one of the flats in the three blocks of flats known as Flats 1 – 48, 63 Clapham Common, South Side, London, SW4 in the London Borough of Lambeth (hereinafter called "the Flats"). One share and no more shall be allocated to each Flat.
5. Apart from the original subscribers to these Articles or their personal representatives no person shall be eligible to be a member of the Company except head-lessees of the Flats. The permitted holder of each share shall be the head lessee of the Flat to which such share is allocated.
6. (a) From time to time all such allotments and transfers of shares shall be made as may be necessary to ensure that every share is held by the permitted holder thereof.

(b) The foregoing Regulation shall constitute authority for the Directors to allot one share in respect of each of the Flats. Such authority shall expire on the fifth anniversary of the Company's Incorporation, but may be renewed by a resolution of the Company in General Meeting subject to the provisions of sections 14(4) and (6) of the Companies Act 1980.

(c) No shares shall be allotted or issued at a discount.

(d) Section 17(1) of the Companies Act 1980 shall not apply to the Company.

7. (a) A share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the head-lease of the Flat to which it is allocated and only to the person becoming or about to become the permitted holder thereof.
- (b) The price to be paid upon the transfer shall in default of agreement between the transferor and transferee be its nominal value.
- (c) If the holder of a share ceases to be the owner of the head-lease of the Flat to which it is allocated but the share is not transferred to the permitted holder thereof (i) the holder shall cease to be entitled to exercise any of the rights and privileges of a member of the Company and shall cease to be a Director thereof and (ii) the Chairman for the time being of the Directors or failing him one of the Directors duly appointed by resolution of the Board shall forthwith to be deemed to be the duly appointed attorney of that holder with full power in his name and on his behalf to execute complete and deliver a transfer of his share to the permitted holder thereof and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee in the register of members as the holder by transfer of the said share.
- (d) The Directors shall be bound to register transfers made in accordance with this Regulation but no other transfers shall be registrable.
8. Where more than one person owns the head-lease of a Flat all such persons shall be the joint permitted holders of the share allocated thereto but they shall have only one vote in right of such share whether as members or Directors.

BORROWING POWERS

9. The Directors may exercise all the powers conferred upon them by Regulation 79 of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Regulation shall not apply.

DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding the number of members of the Company for the time being.
11. The qualification for a Director shall be the holding of one share in the Company. The office of a Director shall be vacated if he shall cease to hold his share qualification. The original subscribers to these Articles shall be the first Directors of the Company and upon the registration of any permitted holder as a member of the Company he shall automatically become a Director of the same Provided that where two or more persons hold a share jointly, the first named only shall become a Director.

12. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.
13. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in a manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.
14. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.
15. A resolution determined on without any Meeting of Directors and evidenced in writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

GOVERNING DIRECTORS

16. The original subscribers to these Articles and their personal representatives shall be Governing Directors of the Company and shall hold office until they die or resign or cease to hold any share in the Company. So long as any Governing Directors or Director shall continue to hold office as such all powers authorities and discretions vested in the Directors by statute or by these Articles shall be vested in them or him alone, and all other Directors (if any) for the time being of the Company shall exercise such powers only as the Governing Directors or Director may delegate to them and they shall be under their or his control and shall be bound to conform to their or his directions in regard to the Company's business.

ALTERNATE DIRECTORS

17. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors, may with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointer in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointer to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

DISQUALIFICATION OF DIRECTORS

18. The office of Director shall be vacated if the Director:-

- (a) ceases to be a Director by virtue of Section 182 or 185 of the Companies Act 1948; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Companies Act 1948 or under Section 28 of the Companies Act 1976; or
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (e) resigns his office by notice in writing to the Company; or
- (f) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

ACCOUNTS

19. The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

20. The accounting records shall be kept at the registered office of the Company or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Directors think fit, and shall always be open to the Inspection of the officers of the Company.

21. The Directors shall from time to time, in accordance with Sections 150 and 157 of the Companies Act 1948 and sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

22. In Regulation 127 of Table "A" after the words "auditors' report" there shall be inserted the words "and directors' report".

AUDITORS

23. The Directors may appoint Auditors if they deem it appropriate to do so. The duties of any Auditors appointed shall be regulated in accordance with the applicable provisions of the Companies Act 2006.

NOTICES

24. The persons mentioned in paragraph (b) of Regulation 134 of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

SECRETARY

25. Subject to Section 21(5) of the Companies Act 1976, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they make think fit, and any Secretary so appointed may be removed by them.