

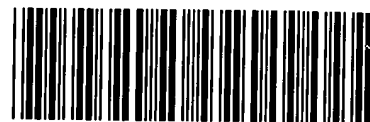
Company Number: 3051501

The Companies Acts 1985 to 1989  
and  
The Companies Acts 2006 to 2019  
**ARTICLES OF ASSOCIATION**  
OF

**WALDEN LODGE RESIDENTS LIMITED**

as amended by special resolution passed and effective on 17 January 2022

THURSDAY



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COMPANIES HOUSE

PRELIMINARY

1. 1.1 The following Articles and (subject as provided in these Articles) the Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (in these Articles called "Table A") shall constitute the Regulations of the Company
  - 1.2 The Company is a private limited company and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offered for sale to the public is prohibited
  - 1.3 Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment
2. In regulation 1 of Table A between the words "regulations" and "the Act" the words "and in any Articles adopting the same" shall be inserted

INTERPRETATION

3. In these Articles:

"the Property" means the land and buildings described in the Memorandum of Association

"Dwelling" means any residential unit comprised in the Property

"Resident"

means the leaseholder or tenant of a Dwelling but so that whenever two or more persons are for the time being Residents of a Dwelling they shall for the purposes of these Articles be deemed to be one Resident

#### SHARES

4. Each issued share in the capital of the Company shall relate to a different Dwelling forming part of the Property and the Directors shall by resolution determine on the date of issue of any new share the Dwelling to which such share relates
5. No share shall be issued to any person unless and until payment in full for such share so issued has been received by the Company
6. No share shall be allotted or transferred to any person who is not a Resident of the Dwelling to which the share relates and a Resident shall not be entitled to dispose of a share in the Company while holding, whether alone or jointly with others, a legal estate in any Dwelling to which the share relates
7. If any Member of the Company parts with all interest in any Dwelling held in his name or if his interest therein ceases and determines for any reason, he or in the event of his death or bankruptcy his legal personal representatives or representatives or trustee in bankruptcy shall transfer his shareholding in the Company to the person who becomes the Resident of his Dwelling
8. The Directors shall have authority for the purposes of section 80 of the Act to allot any shares in the share capital of the Company up to the amount of the authorised share capital with which the Company is incorporated from time to time during the period of five years from the date of incorporation. Subject to the said section 80 this authority may be renewed revoked or varied at any time by an Ordinary Resolution of the Company
9. In accordance with Section 91(1) of the Act sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company
10. The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares and the Company shall have a first and paramount lien on all shares, whether fully paid-up or not, registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one or two or more joint holders for all moneys presently payable by him or his estate

to the Company. Regulation 8 of Table A shall be modified accordingly

11. The Transferor of a share in the Company shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of Members in respect thereof. Regulation 23 of Table A shall be modified accordingly
12. The price to be paid on the transfer of any share in the Company shall not exceed its nominal value
13. The Directors shall refuse to register a transfer of any share if the transferee is not the Resident of the Dwelling to which the share relates but shall otherwise register such transfer provided the instrument of transfer is accompanied by the certificate of the share to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. Regulation 24 of Table A shall not apply to the Company
14. If a Member shall die or be adjudged bankrupt then, subject to the provision of such evidence as the Directors may properly from time to time require, his legal personal representative or representatives or his trustee in bankruptcy shall be entitled to elect either to be registered as a Member of the Company or to have some person nominated by him registered as the transferee thereof but the Directors shall have the same right to decline or suspend any such registration as they would have had if the share had been transferred by that Member before his death or bankruptcy. This Article shall also apply to any person who becomes entitled to a share as a result of the merger or consolidation of any Member being a corporation as it applies to any person becoming entitled to a share in consequence of the death or bankruptcy of a member. Regulation 30 of Table A shall not apply to the Company
15. If the person who becomes so also entitled shall elect to be registered as a Member himself, he shall deliver or send to the Company a notice in writing signed by him confirming such election. If he shall elect to have another person registered his election shall be evidenced by his execution of a transfer in favour of that person. The limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member
16. If, following a written request by the Directors, the holder of a share or the person entitled to transfer it shall, within the reasonable time specified in the request, refuse or neglect to elect either to be registered as a Member or transfer or offer the share

for sale in accordance with these Articles, then a Director, duly nominated for the purpose by a Resolution of the Board, shall be the attorney of such person, with full power on his behalf and in his name to execute, complete and deliver a transfer of the said share to the person or persons to whom it ought to be transferred hereunder and the Company may give a good discharge for the purchase money and enter the name of the transferee in the Register of Members as the holder of the said share

#### PROCEEDINGS AT GENERAL MEETINGS

17A.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

17.8 - No business shall be transacted at any meeting unless a quorum is present. A quorum shall be two members.

18. Every notice calling a General Meeting of the Company shall include with reasonable prominence a statement that a Member entitled to attend and vote is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member

19. A duly appointed proxy shall be entitled to vote on a show of hands as well as on a poll

20. A proxy may be deposited at the Registered Office of the Company at any time before the time of the General Meeting for which they are to be used. Regulation 62 of Table A shall be amended accordingly

## DIRECTORS

21. Unless and until otherwise determined by Ordinary Resolution in General Meeting of the Company, there shall be not less than two Directors nor more than seven
22. A person who is not a Member of the Company shall be eligible to hold office as a Director or alternate Director if they are appointed by a Resident as that Residents representative. Regulation 44 of Table A shall not apply to the Company and Regulation 65 of Table A shall be amended accordingly
23. No Director shall be entitled to any remuneration for his services

## PROCEEDINGS OF DIRECTORS

24A (1) Directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

24B The quorum for the transaction of the business of the Directors shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply to the Company

25. In the case of an equality of votes the Chairman shall not have a second or casting vote and Regulation 88 of Table A shall be amended accordingly

26. (a) A Director who is in any way directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present

(b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company

## BORROWING POWERS

27. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

## DISQUALIFICATION OF DIRECTORS

28. The office of a Director or Alternate Director shall be vacated if he ceases to be a Member of the Company and Regulation 81 of Table A shall be modified accordingly

## THE SEAL

29. If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. A document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of Directors or a committee of the Directors. Regulation 101 of Table A shall not apply to the Company

## INDEMNITY

30. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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 under section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect to the extent that it is not avoided by section 310 of the Act
- (b) Regulation 118 of Table A shall not apply to the Company