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Company No: 3481438

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

- of -

CATHLES ROAD (SW12) MANAGEMENT COMPANY LIMITED

1. In these Articles:-

"the Act"	means the Companies Act 1985
"the Seal"	means the Common Seal of the Company
"Secretary"	means any person appointed to perform the duties of the Secretary of the Company
"the United Kingdom"	means Great Britain and Northern Ireland
"the Dwellingholder"	means the Lessee and/or Transferee of a Dwelling provided that where two or more persons are the Lessees and/or Transferees of a Dwelling they shall jointly constitute one Dwellingholder and the expression "Dwellingholder" shall be read and construed accordingly
"the Development" and "the Management"	have the meanings assigned to them under the Memorandum of Association
"Dwelling"	means a flat maisonette messuage or dwellinghouse comprised in the Development
"the Office"	means the registered office of the Company
"month"	means calendar month

"the Council" means the Council of Management from time to time appointed under the provisions of Articles numbered 29 to 31 or by the Company in General Meeting

Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The provisions of Sections 352 and 353 of the Act shall be observed by the Company and every Member of the Company shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

MEMBERSHIP

4. The number of Members with which the Company proposes to be registered is two and shall not at any time be less than two.
5. The Subscribers to the Memorandum of Association and each Dwellingholder who applies in writing for membership shall be Members of the Company.
6. The Subscribers to the Memorandum of Association shall cease to be Members at the expiration of six months after the Dwellingholders of all the Dwellings comprised in the Development have become Members.
7. A Member shall cease to be such on ceasing to be a Dwellingholder or in the event of his Personal Representative Trustee in bankruptcy or Mortgagee becoming a Member.
8. If a Member shall die be adjudged bankrupt or if a Dwellingholder's Mortgagee rightfully exercises his powers, the Dwellingholder's Legal Personal Representative or the Trustee in his bankruptcy or Mortgagee shall and if more than one jointly be entitled to be registered as a Member provided that he or they shall for the time being constitute a Dwellingholder.

GENERAL MEETINGS

9. The Company shall hold a General Meeting every year as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the Notice calling it and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year

of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Council may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum any Member of the Council or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Council Meetings may be convened by the Council.
12. An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by 21 days notice in writing at the least and a Meeting of the Company other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the Meeting and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company in General Meeting to such persons as are under the Articles of the Company entitled to receive such Notices from the Company.

Provided that a Meeting of the Company shall notwithstanding that it is called by a shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a Meeting called as the Annual Meeting by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other Meetings by a majority vote in number of the Members having a right to attend and vote at the Meeting being a majority representing not less than 95% of the total voting rights at that Meeting of all the Members.
13. The accidental omission to give Notice of a Meeting to or the non-receipt of the Notice of Meeting by any person entitled to receive Notice shall not invalidate proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception and the consideration of the Accounts Balance Sheets and the Reports of the Council and Auditors the election of Members of the Council in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

15. No business shall be transacted at any General Meeting unless a quorum of the Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided three Members present in person or by Proxy shall be a quorum.
16. If within half an hour from the time appointed for the Meeting a quorum is not present the Meeting if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine and if at the Adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.
17. The Chairman of the Company shall preside as Chairman at every General Meeting of the Company or if there is no Chairman for the time being or if he shall not be present within 15 minutes after the time appointed for the holding of the Meeting or is unwilling to act the Members present shall elect some other Member of the Council to be Chairman of the Meeting. If at any Meeting no Member of the Council is willing to act as Chairman or if no Member of the Council is present within 15 minutes after the time appointed for holding the Meeting the Members present shall choose one of their number to be chairman of the Meeting.
18. The Chairman may with the consent of any 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 any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for 30 days or more Notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any Notice of any adjournment of the business to be transacted at any adjourned Meeting.
19. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a Poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the Chairman; or
 - (b) by at least three Members present in person or by proxy.

Unless a Poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the Minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a Poll may be withdrawn.

20. Except as provided in Article 25 if a Poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the Poll shall be deemed to be a Resolution of the Meeting at which the Poll was demanded.

21. In the case of an equality of votes whether on a show of hands or on a Poll the Chairman of the Meeting at which the show of hands takes place or at which the Poll is demanded shall be entitled to a second or casting vote.
22. 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 at such time as the Chairman of the Meeting directs and any business other than that upon which a Poll has been demanded may be proceeded with pending the taking of the poll.
23. Subject to the provisions of the Act a Resolution in writing signed by all the Members for the time being entitled to receive Notice of and to attend and vote at General Meetings of the Company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

24. Subject as hereinafter provided every Member present in person or by Proxy shall have one vote.
25. On a show of hands or on a Poll votes may be given either personally or by Proxy. The instrument appointing a Proxy shall be deemed to confer authority to demand or join in demanding a Poll.
26. The instrument appointing a Proxy shall be in writing under the hand of the appointor or of his Attorney duly authorised in writing. A Proxy need not be a Member of the Company.
27. A vote given in accordance with the terms of an instrument of Proxy shall be valid notwithstanding the previous death of the principal or revocation of the Proxy provided that no intimation in the writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the Meeting or an Adjourned Meeting at which the Proxy is used.

THE COUNCIL OF MANAGEMENT

28. Until otherwise determined by the Company in General Meeting the number of the Council shall not be less than two.
29. The first Members of the Council shall be the Subscribers to the Memorandum of Association and within six months after all the Dwellingholders have become Members the said Subscribers shall appoint not less than three Dwellingholders as Members of the Council in their place and the said Subscribers shall thereafter cease to be Members of the Council.
30. The Council may from time to time and at any time appoint any Member of the Company as a Member of the Council either to fill a casual vacancy or by way of addition to the Council. Any Member so appointed shall retain his office only until the next Annual General Meeting and shall then be eligible for re-election.

31. No person who is not a Member of the Company shall in any circumstances be eligible to hold as a Member of the Council and vice versa, any Dwellingholder shall be entitled to hold office as a Member of the Council.

POWERS AND DUTIES OF THE COUNCIL

32. The business of the Company shall be managed by the Council who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting subject nevertheless to the provisions of the Act or these Articles and to such Regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
33. The Council may elect a Chairman of its Meetings and determine the period for which he is to hold office but if no such Chairman is elected or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same the Members of the Council present may choose one of their number to be Chairman of the Meeting.
34. The Council shall cause Minutes to be made in books provided for the purpose:-
- (a) of all appointments of Officers made by the Council;
 - (b) of all the names of the Members of the Council present at each Meeting of the Council and of any Committee of the Council;
 - (c) of all Resolutions and proceedings at all Meetings of the Company and of the Council or Committees of Members of the Council.
35. The Council shall have power from time to time to adopt and make, alter or revoke Byelaws for the regulation of the Company provided such Byelaws are not repugnant to the Memorandum or Articles of Association. Any Resolution of the Council for the adoption making, alteration or revocation of such Byelaws shall be subject to confirmation by Special Resolution of the Company at the next Annual General Meeting and if it be not so confirmed shall cease to have effect at the conclusion of that Meeting. All such Byelaws for the time being in force shall be binding upon all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or satisfied by a Special Resolution of the Company. No Member shall be absolved from such Byelaws by reason of his not having received a copy of the same or of any alterations or additions thereto or having otherwise no notice of them.
36. The Members for the time being of the Council may act notwithstanding any vacancy in their body.

BORROWING

37. The Council may exercise all the powers of the Company to borrow money and to mortgage or charge its property or any part thereof and to issue Debentures, Debenture Stock and other securities whether outright or as security for any debt liability or obligation of the Company.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of any elected Member of the Council shall be vacated:-
- (a) if a Receiving Order is made against him or he makes any arrangement or composition with his Creditors;
 - (b) if he becomes of unsound mind;
 - (c) if he ceases to be a Member of the Company;
 - (d) if by notice in writing to the Company he resigns his office;
 - (e) if he ceases to hold office by reason of any Order made under Sections 295 to 300 of the Act;
 - (f) if he is removed from office by a Resolution passed pursuant to Section 303 of the Act.

PROCEEDINGS OF THE COUNCIL

39. The Council may meet together for the despatch of business adjourn and otherwise regulate their Meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any 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.
40. A Member of the Council may and on the request of a Member of the Council the Secretary shall at any time summon a Meeting of the Council by Notice served upon the several Members of the Council. A Member of the Council who is absent from the United Kingdom shall not be entitled to Notice of Meeting. Not less than 14 days notice in writing shall be given.
41. The Chairman for the time being of the Council shall be the Chairman of the Company and shall be entitled to preside at all Meetings of the Council at which he shall be present but if there be no such Chairman for the time being or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the Meeting and willing to preside the Members of the Council present shall choose one of their number to be Chairman of the Meeting.

42. The Council may delegate any of their powers to Committees consisting of such person or persons (whether or not Members of the Council of the Company) as the Council think fit but so that any Committee consisting of less than three persons shall consist only of Members of the Council and any other Committee shall consist of Members of the Council to the extent of at least two thirds of its number. Any Committee so formed shall conform to any Regulations imposed on it by the Council and shall be subject at all times to the control of the Council. The Meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the Meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any Regulations made by the Council as aforesaid.
43. All acts bona fide done by any Meeting of the Council or of any Committee set up by the Council or of any Committee shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or of the Committee.
44. A Resolution in writing signed by all the Members for the time being of the Council or of any Committee set up by the Council who are duly entitled to receive Notice of a Meeting of the Council or such Committee shall be as valid and effectual as if it had been passed at a Meeting of the Council or such Committee respectively duly convened and constituted.

SECRETARY

45. The Secretary shall be appointed by the Council for such terms and at such remuneration and upon such conditions as they think fit and any Secretary so appointed may be removed by them. The Council may from time to time by Resolution appoint an assistant or Deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting.
46. The seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Council or of a Committee of the Council authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be and shall be countersigned by the Secretary or by a second Member of the Council or by some other person appointed by the Council for that purpose.

SEAL

47. (a) The Members for the time being of the Council shall provide for the safe custody of the seal which shall only be used by the authority of the said Members of the Council (or of a Committee of the said Members of the Council authorised by the said Members of the Council in that behalf) and subject as hereinafter mentioned every instrument to which the seal shall be affixed shall be signed by a Member of the Council or by some other person appointed by the Members of the Council as an authorised signatory for that purpose and shall be countersigned by a second such Member or person.

- (b) Notwithstanding the provisions of sub-clause (a) any Lease or Transfer of a Dwelling to which the seal shall be affixed shall be signed by a Member of the Council or by a person appointed by the Members of the Council as an authorised signatory for that purpose and no countersignature shall be required for any such Lease or Transfer.

ACCOUNTS

48. The Council shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act.
49. The accounting records shall be kept at the registered office of the Company or subject to Section 222 of the Act at such other place or places as the Council think fit and shall always be open to the inspection of the Officers of the Company.
50. The books of account shall be open to the inspection of any Members of the Company on reasonable notice.

NOTICE

51. A Notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address if any in the United Kingdom supplied by him to the Company for the giving of Notices to him. Where a Notice is sent by post service of the Notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the Notice and to have been effected in the case of a Notice of a Meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
52. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of Notices to them;
 - (b) every person being a legal personal representative or trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive Notice of the Meeting; and
 - (c) the Auditor for the time being of the Company.

No other person shall be entitled to receive Notices of General Meetings.