

**THE CLOCKHOUSE WIMBLEDON LIMITED**

**Company Registration Number 06984460**

WRITTEN RESOLUTION OF THE COMPANY passed pursuant to the Companies Act 2006 Section 288(3)

I Paul Harding, the undersigned, being the only member of the Company signify my assent to the passing of the Resolution set out below

THAT the Articles of Association of the Company be replaced by new Articles of Association, a copy of which new Articles of Association is annexed and initialled by myself, Paul Harding, for the purpose of identification It is resolved that these new Articles of Association be adopted by the Company and that the Secretary be directed to register them with the Register of Companies

  
Paul Harding

Dated this 7th day of January 2010

WEDNESDAY



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24/02/2010

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COMPANIES HOUSE

# Articles of association of tenants' management company limited by shares

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**PART 1**  
**INTERPRETATION; LIABILITY OF MEMBERS, OBJECTS OF THE COMPANY, ENTRENCHED**  
**PROVISIONS; MEMBERSHIP**

**2. Defined terms**

In the articles, unless the context requires otherwise

'90% resolution'	has the meaning given in article 6
'articles'	means the company's articles of association
'bankruptcy'	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy
'chairman'	has the meaning given in article 18
'chairman of the meeting'	has the meaning given in article 43
'Companies Acts'	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company
'Landlord'	means Paul Harding Limited (company number 02295935) whose registered office is at 74 Chancery Lane, London, WC2A 1AD or other the registered proprietor for the time being of the freehold estate in the Property
'Landlord's Director'	means a director of the company who has been appointed by the Landlord under article 23(1)
'director'	means a director of the company, and includes any person occupying the position of director, by whatever name called
'document'	includes, unless otherwise specified, any document sent or supplied in electronic form
'electronic form'	has the meaning given in section 1168 of the Companies Act 2006
'eligible members'	has the meaning given in section 289 of the Companies Act 2006
'Flat Lease'	means a lease of a flat forming part of the Property
'Flat Owner'	means the owner for the time being of a Flat Lease and includes a person who is entitled to be registered at the Land Registry as owner of a Flat Lease

'fully paid'	in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company
'hard copy form'	has the meaning given in section 1168 of the Companies Act 2006
'holder'	in relation to shares means the person whose name is entered in the register of members as the holder of the shares
'instrument'	means a document in hard copy form
'model articles'	has the meaning given in section 19 of the Companies Act 2006
'objects'	has the meaning given in article 5
'ordinary resolution'	has the meaning given in section 282 of the Companies Act 2006
'paid'	means paid or credited as paid
'participate', in relation to a directors' meeting,	has the meaning given in article 16
'Property'	means the freehold property and buildings erected on it and its gardens and grounds known as The Clockhouse, 4 Windmill Road, Wimbledon, London, SW19 5NQ
'proxy notice'	has the meaning given in article 51
'qualifying person'	has the meaning given in section 318 of the Companies Act 2006
'shareholder'	means a person who is the holder of a share
'shares'	means shares in the company
'special resolution'	has the meaning given in section 283 of the Companies Act 2006
'subsidiary'	has the meaning given in section 1159 of the Companies Act 2006
'transmittee'	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law
'writing'	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company

**3. Exclusion of model articles**

These articles exclude the model articles

**4. Liability of members**

The liability of the members is limited to the amount of the shares held by them

**5. Objects of the company**

The objects of the company are to provide services to the tenants and occupiers of the flats forming part of the Property and to collect the service charges of the Property and generally to manage the Property

**6. Entrenched provisions**

6 1 Except with the authority of a 90% resolution ("90% Resolution"), the following articles may not be amended or repealed

- (a) this article 6,
- (b) article 5 (objects of the company),
- (c) article 7 (membership),
- (c) article 10 (shareholders' reserve power),
- (d) article 32 (share transfers to whom shares are to be transferred),
- (e) article 38 (dividends and other distributions), and
- (f) article 46 (votes of members)

6 2 A 90% Resolution is a resolution passed by members or their proxies on a poll taken at a meeting whereby it is passed by a majority of not less than 90% of the total voting rights of all the members of the Company

**7. Membership**

7 1 Subject to the following articles, the persons who are admitted to membership in accordance with these articles shall be members of the Company Membership of the Company shall not be transferable

7 2 No person other than the following shall be admitted to membership of the Company, unless that person is

- (a) the Landlord,
- (c) a nominee of the Landlord, or
- (d) a Flat Owner

7 3 Every director (other than a Landlord's Director) must be a member of the company ,

- 7 4 Where two or more persons are the Flat Owners they together constitute one member, and the person first named in the register of members may exercise all voting and other rights and powers vested in that member to the exclusion of the other Flat Owners. All such Flat Owners shall be subject jointly and severally to any liability imposed on that member under or pursuant to the articles.
- 7 5 Where a person is a Flat Owner under more than one Flat Lease then that person shall be treated under the Articles as a separate member in respect of each flat lease and where a person is both a Flat Owner and the Landlord or a nominee of the Landlord he shall (except where any article provides otherwise) be treated under the articles as a separate member in respect of each of his several capacities as Flat Owner or Landlord or nominee of the Landlord as the case may be.
- 7 6 If a member (or joint member) dies or becomes bankrupt, his personal representatives or trustee in bankruptcy will be entitled to be registered as a member (or joint member as the case may be) upon notice in writing to the Company.
- 7 7 Every person who is entitled to be a member of the Company, shall deliver to the Company an application for membership executed by him in the following form (or in a form as near to the following form as circumstances allow or in any other form which is usual or which the directors may approve)

*To the Board of [name of Company]*

*I, [name]*

*of [address]*

*am a Flat Owner of [address of flat] and wish to become a member of [name of Company] subject to the provisions of the Memorandum and Articles of Association of the Company and to any Rules made under those Articles*

*Signed*

*Dated*

- 7 8 The directors shall, upon being satisfied as to a person's application and entitlement to membership, register such person as a member of the Company.

## **PART 2**

### **DIRECTORS**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**



**8. Number of directors**

Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than 2

**9. Directors' general authority**

Subject to the articles, the directors are responsible for the management of the company's business in accordance with its objects, for which purpose they may exercise all the powers of the company

**10. Shareholders' reserve power**

10 1 Except with the authority of a special resolution the directors may not sell, dispose of, or transfer the business, property and undertaking of the Company, or any part thereof, for any consideration

10 2 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action

10 3 No such special resolution invalidates anything which the directors have done before the passing of the resolution

**11. Directors may delegate**

11 1 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of this powers

11 2 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

(a) to such director or committee including at least one director,

(b) by such means (including by power of attorney),

(c) to such an extent,

(d) in relation to such matters or territories, and

(e) on such terms and conditions,

as they think fit

11 3 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

11 4 The directors may revoke any delegation in whole or in part, or alter its terms and conditions

**12. Committees**

12 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

12 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

## DECISION-MAKING BY DIRECTORS

### 13. Directors to take decisions collectively

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 14

### 14. Unanimous decisions

- 14 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- 14 2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- 14 3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
- 14 4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

### 15. Calling a directors' meeting

- 15 1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice
- 15 2 Notice of any directors' meeting must indicate
  - (a) its proposed date and time,
  - (b) where it is to take place, and
  - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 15 3 Notice of a directors' meeting must be given to each director, but need not be in writing
- 15 4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

### 16. Participation in directors' meetings

- 16 1 Subject to the articles, 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

- 16 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
- 16 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

#### **17. Quorum for directors' meetings**

- 17 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 17 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two. The quorum must include a Landlord's Director participating in the meeting
- 17 3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision
- (a) to appoint further directors, or
  - (b) to call a general meeting so as to enable the shareholders to appoint further directors

#### **18. Chairing of directors' meetings**

- 18 1 The directors may appoint a director to chair their meetings
- 18 2 The person so appointed for the time being is known as the chairman
- 18 3 The directors may terminate the chairman's appointment at any time
- 18 4 If the chairman is not participating in a directors' meeting within 10 minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

#### **19. Casting vote**

- 19 1 If the number of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote
- 19 2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

#### **20. Conflicts of interest**

- 20 1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes
- 20 2 But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes
- 20 3 This paragraph applies when
- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,

- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or
  - (c) the director's conflict of interest arises from a permitted cause
- 20 4 For the purposes of this article, the following are permitted causes
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries,
  - (b) subscription, or agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities,
  - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors,
  - (d) in the case of a Landlord's Director, the director's relationship with the Landlord, and
  - (e) the director being a Flat Owner
- 20 5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting
- 20 6 Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive
- 20 7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

## **21. Records of decisions to be kept**

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

## **22. Directors' discretion to make further rules and bye-laws**

- 22 1 Subject to the articles, the directors shall have the power to make, alter and repeal all rules or bye-laws as they think fit for the proper conduct and management of the Company Any such rules or bye-laws shall not be inconsistent with the Memorandum and these articles
- 22 2 The directors shall adopt such means as they deem sufficient to bring to the notice of the members of the Company any such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the Company

## **APPOINTMENT OF DIRECTORS**

### **23. Method of appointing directors**

- 23 1 The Landlord may by notice in writing to the company appoint up to 2 persons to be a Landlord's Director and may by like notice remove any Landlord's Director and may appoint another person in his place
- 23 2 Subject to the articles, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director
- (a) by ordinary resolution, or
  - (b) by a decision of the directors
- 23 3 Not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed
- 23 4 Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if appointed or reappointed, be required to be included in the Company's register of directors
- 23 5 In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director

### **24. Termination of director's appointment**

A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,

- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms, or
- (g) not being a Landlord's Director, he ceases to be a member of the Company

## **25. Directors' remuneration**

- 25 1 Directors may undertake any services for the company that the directors decide
- 25 2 No director (except for a Landlord's Director) shall be entitled to any remuneration from the company except with the consent of the Company in general meeting

## **26. Directors' expenses**

The company with the approval of an ordinary resolution may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of any class of shares or of debentures of the company,
- (d) or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

## **PART 3**

### **SHARES AND DISTRIBUTIONS**

#### **SHARES**

## **27. Share Capital**

The company is a private company Accordingly, no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for shares in or debentures of the company and the company shall not allot or agree to allot (whether for cash or otherwise) shares in or debentures of the company with a view to all of any of them being offered for sale to the public

## **28. All shares to be fully paid up**

- 28 1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue
- 28 2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum

## **29. Powers to issue different classes of share**

29 1 Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution

29 2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

### **29.3 Company not bound by less than absolute interests**

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it

## **30. Share certificates**

30 1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds

30 2 Every certificate must specify

- (a) in respect of how many shares, of what class, it is issued,
- (b) the nominal value of those shares,
- (c) that the shares are fully paid, and
- (d) any distinguishing numbers assigned to them

30 3 No certificate may be issued in respect of shares of more than one class

30 4 If more than one person holds a share, only one certificate may be issued in respect of it

30 5 Certificates must

- (a) have affixed to them the company's common seal, or
- (b) be otherwise executed in accordance with the Companies Acts

## **31. Replacement share certificates**

31 1 If a certificate issued in respect of a shareholder's shares is

- (a) damaged or defaced, or
- (b) said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares

31 2 A shareholder exercising the right to be issued with such a replacement certificate

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates,
- (b) must return the certificate which is to be replaced to the company if it is damaged or defaced, and
- (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

### **32. Share transfers: to whom shares are to be transferred**

- 32 1 A member shall transfer his shares at the time and to the person prescribed below as follows
- (a) on the transfer of his Flat Lease a Flat Owner must transfer his shares to the transferee of the Flat Lease, or
  - (b) if a Flat Lease ('the Former Lease') held by a member is forfeited or surrendered or otherwise comes to an end, the member shall, when a new lease is granted of the same premises as were comprised in the Former Lease, transfer his shares to the Flat Owner under that new lease
- 32 2 The Landlord may not transfer his shares except to any successor of his as Landlord or to a nominee of the Landlord
- 32 3 A Flat Owner may not transfer his shares except in accordance with paragraphs (1)(a) or (b) of this article

### **33. Share transfers; method**

- 33 1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor
- 33 2 The directors shall register the transfer of a share permitted or required by, and made in accordance with, the articles and shall not register any other transfer of a share
- 33 3 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- 33 4 The company may retain any instrument of transfer which is registered
- 33 5 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
- 33 6 If the directors refuse to register the transfer of a share, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

### **34. Transmission of shares**

- 34 1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share
- 34 2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require
- (a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
  - (b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had
- 34 3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares



**35. Exercise of transmitters' rights**

- 35 1 Transmitters who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish
- 35 2 If the transmitter wishes to have a share transferred to another person, the transmitter must execute an instrument of transfer in respect of it
- 35 3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmitter has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred

**36. Transmitters bound by prior notices**

If a notice is given to a shareholder in respect of shares and a transmitter is entitled to those shares, the transmitter is to be bound by the notice if it was given to the shareholder before the transmitter's name has been entered in the register of members

**DISTRIBUTIONS**

**37. Dividends and other distributions**

The company shall not have power to pay or declare any dividend or bonus or make any distribution of any assets to the members except on a winding up provided that nothing in this article shall prevent the payment of proper remuneration or fees to any person employed by or providing services to the company nor the payment of interest at a rate not exceeding 10% a year on money lent by a member to the company

**PART 4**

**DECISION-MAKING BY SHAREHOLDERS**

**ORGANISATION OF GENERAL MEETINGS**

**38. Notice of general meetings**

- 38 1 General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent in nominal value of the shares giving that right
- 38 2 The notice of a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors

- 38 3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

### **39. Calling general meetings**

If

- (a) a company has no directors or fewer than two directors, and
- (b) the director (if any) is unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so,

then two or more members may call a general meeting or may instruct the company secretary (if any) to do so for the purpose of appointing one or more directors

### **40. Attendance and speaking at general meetings**

- 40 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

- 40 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

- 40 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

- 40 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

- 40 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

### **41. Quorum for general meetings**

- 41 1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

- 41 2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors 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 meeting shall be dissolved

- 41 3 A majority in number of the members having a right to attend and vote at a general meeting shall be a quorum and at least one of those must be

- (a) the Landlord,

- (b) a nominee of the Landlord,
- (c) a person appointed as the proxy of the Landlord or a nominee of the Landlord in relation to the meeting, or
- (d) where the Landlord or a nominee of the Landlord is a corporation, a person authorised under section 323 of the Companies Act 2006 to act as its representative in relation to the meeting

#### **42. Chairing general meetings**

- 42 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- 42 2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within 10 minutes of the time at which a meeting was due to start the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman
- 42 3 If no director is willing to act as chairman, or if no director is present within 10 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman
- 42 4 The appointment of the chairman of the meeting must be the first business of the meeting
- 42 5 The person chairing a meeting in accordance with this article is referred to as 'the chairman of the meeting'

#### **43. Attendance and speaking by directors and non-shareholders**

- 43 1 Directors may attend and speak at general meetings, whether or not they are shareholders
- 43 2 The chairman of the meeting may permit other persons who are not
  - (a) shareholders of the company, or
  - (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,
 to attend and speak at a general meeting

#### **44. Adjournment**

- 44 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
- 44 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if
  - (a) the meeting consents to an adjournment, or
  - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 44 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

- 44 4 When adjourning a general meeting, the chairman of the meeting must
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place fixed by the directors, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 44 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)-
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain
- 44 6 No business may be transacted at an adjourned meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

## **VOTING AT GENERAL MEETINGS**

### **45. Votes of members**

Subject to any rights or restrictions attached to any shares, every member shall have one vote (however in ascertaining how many votes a member present is entitled to have the provisions of article 7 5 must be taken into account) and voting at general meetings can only be conducted by a poll and therefore a show of hands is not permitted

### **46. Vote allocation**

- 46 1 On a poll, each member shall have the number of votes determined in accordance with article 45 and article 7 5
- 46 2 In the case of any persons who are to be regarded as jointly being members of the Company, any such person may exercise the voting rights to which such members are jointly entitled, but where more than one such person tenders a vote, whether in person or by proxy, the vote of the senior shall be accepted to the exclusion of the votes of the others, and seniority shall be determined by the order in which the names of such persons appear in the register of members in respect of the flat in which they are interested
- 46 3 The Company shall maintain a register showing the respective entitlements of each of its members to vote on a poll at any meeting of the Company
- 46 4 Any objection to the qualification of any voter or to the computation of the number of votes to which he is entitled that is raised in due time at a meeting or adjourned meeting shall be referred to the chairman of the meeting, whose decision shall, for all purposes relating to that meeting or adjourned meeting, be final and conclusive Subject to that, any dispute between any member and the Company or any other member, that arises out of the member's contract of membership and concerns the measurement of floor areas, shall be referred for determination by an independent chartered surveyor selected by agreement between the

parties or, in default, by the President of the Royal Institution of Chartered Surveyors. Such independent chartered surveyor shall, in determining the measurements of the floor areas in question, act as an expert and not as an arbitrator and his decision shall be final and conclusive. The Company shall be responsible to such surveyor for payment of his fees and expenses, but he shall have the power, in his absolute discretion, to direct that some or all of such fees and expenses shall be reimbursed by the member(s) in question to the Company, in which event such monies shall be paid by the member(s) to the Company forthwith.

46 5 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, on a poll, by his receiver, curator bonis or other person, authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office, or at such other place as is specified in accordance with these articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

46 6 On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

#### **47. Voting: general**

A resolution (other than a resolution in accordance with Article 6) that is subject to a poll must be decided by simple majority of the votes polled.

#### **48. Errors and disputes**

48 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

48 2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

#### **49. Poll votes**

49 1 A poll on a resolution may be demanded

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting,

49 2 A poll may be demanded by

- (a) the chairman of the meeting,
- (b) the directors,
- (c) two or more persons having the right to vote on the resolution, or

- (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution
- 49 3 A demand for a poll may be withdrawn if
  - (a) the poll has not yet been taken, and
  - (b) the chairman of the meeting consents to the withdrawal
- 49 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

## **50. Content of proxy notices**

- 50 1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which
  - (a) states the name and address of the shareholder appointing the proxy,
  - (b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed,
  - (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and
  - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- 50 2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 50 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 50 4 Unless a proxy notice indicates otherwise, it must be treated as
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself

## **51. Delivery of proxy notices**

- 51 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person
- 51 2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 51 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 51 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

## **52. Amendments to resolutions**

- 52 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 52 2 A resolution pursuant to Article 6 to be proposed at a general meeting may be amended by ordinary resolution, if
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 52 3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

## **PART 5**

### **ADMINISTRATIVE ARRANGEMENTS**

## **53. Means of communication to be used**

- 53 1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company
- 53 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 53 3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

## **54. Notices**

- 54 1 Any notice to be given to or by any person pursuant to these articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the directors need not be in writing or given using electronic communications if there is insufficient time to give such notice having regard to the urgency of the business to be conducted at the meeting.
- 54 2 The Company may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications in accordance with any of the methods described in subsections (4A)-(4D) of section 369 of the Companies Act. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent by electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
- 54 3 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 54 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted by first class post shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 54 5 A notice sent by first class post shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. A notice contained in an electronic communication sent in accordance with section 369(4A) of the Companies Act shall be deemed to be given at the expiration of 48 hours after the time it was sent. A notice contained in an electronic communication given in accordance with section 369(4B) of the Companies Act shall be deemed to be given when treated as having been so given in accordance with that subsection.

## **55. Company seals**

- 55 1 Any common seal may only be used by the authority of the directors.
- 55 2 The directors may decide by what means and in what form any common seal is to be used.
- 55 3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 55 4 For the purposes of this article, an authorised person is
- (a) any director of the company,
  - (b) the company secretary (if any), or



- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

## **56. Secretary**

Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The secretary may resign his office at any time by giving notice in writing to the Company.

## **57. Minutes**

The directors shall cause minutes to be made in books kept for the purpose

- (a) of all appointments of officers made by the directors, and
- (b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors, including the names of the directors present at each meeting

## **58. Inspection of accounts and other records**

In addition to, and without derogation from, any right conferred by statute, any member shall have the right, on reasonable notice, at such time and place as shall be convenient to the Company, to inspect, and to be provided with a copy of, any book, minute, document or accounting record of the Company, upon payment of any reasonable charge for copying. Such rights shall be subject to any resolution of the Company in general meeting, and, in the case of any book, minute, document or accounting record which the directors reasonably consider contains confidential material, the disclosure of which would be contrary to the interests of the Company, to the exclusion or excision of such confidential material (the fact of such exclusion or excision being disclosed to the member), and to any other reasonable conditions that the directors may impose.

## **59. Indemnity**

59 1 Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- (b) any other liability incurred by that director as an officer of the company or an associated company

59 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

59 3 In this article

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a 'relevant director' means any director or former director of the company or an associated company

## **60. Insurance**

60 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

60 2 In this article

- (a) a 'relevant director' means any director or former director of the company or an associated company,
- (b) a 'relevant loss' means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate