



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company Number **10471022**

The Registrar of Companies for England and Wales, hereby certifies that

**EGREMONT RUSSET MANAGEMENT COMPANY  
LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on **9th November 2016**



**\*N104710224\***



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

# IN01

## Application to register a company

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Oyez

A fee is payable with this form  
Please see 'How to pay' on the last page

☒ **What this form is for**  
You may use this form to register a  
private or public company

☐ **What this form is NOT for**  
You cannot use this form to register  
a limited liability partnership. To do  
this, please use form LL IN01. Do not  
use this form if any individual person  
with significant control is applying  
or has applied for protection  
having their details disclosed to the  
public register. Contact enquiries at  
companieshouse.gov.uk to get a  
separate form.

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



A17 28/10/2016 #381

COMPANIES HOUSE

### Part 1 Company details

#### A1 Company name

Check if a company name is available by using our name availability search

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below

Proposed company  
name in full ①

Egremont Russet Management Company Limited

For official use

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#### ► Filling in this form

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

#### ① Duplicate names

Duplicate names are not permitted.  
A list of registered names can  
be found on our website. There  
are various rules that may affect  
your choice of name. More  
information on this is available in  
our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

#### A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response

#### ② Company name restrictions

A list of sensitive or restricted  
words or expressions that require  
consent can be found in our  
guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

#### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative

#### ③ Name ending exemption

Only private companies that are  
limited by guarantee and meet other  
specific requirements or private  
companies that are charities are  
eligible to apply for this. For more  
details, please go to our website  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

# IN01

## Application to register a company

**A4**

### Company type <sup>(1)</sup>

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

- ☐ Public limited by shares  
☐ Private limited by shares  
☒ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

#### <sup>(1)</sup> Company type

If you are unsure of your company's type, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A5**

### Principal business activity

Please show the trade classification code number(s) for the principal activity or activities <sup>(2)</sup>

Classification code 1	6	8	2	0	9
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below

Principal activity description

#### <sup>(2)</sup> Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A6**

### Situation of registered office <sup>(3)</sup>

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales  
☐ Wales  
☐ Scotland  
☐ Northern Ireland

#### <sup>(3)</sup> Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

# IN01

## Application to register a company

**A7****Registered office address ①**

	Please give the registered office address of your company									
Building name/number	c/o Wilkin Chapman LLP									
Street	11-15 The Maltings									
	Brayford Wharf East									
Post town	Lincoln									
County/Region	Lincolnshire									
Postcode	L	N	5		7	A	Y			

**① Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A6

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

**A8****Articles of association ②**

	Please choose one option only and tick one box only									
Option 1	I wish to adopt one of the following model articles in its entirety Please tick only <b>one</b> box									
	<input type="checkbox"/> Private limited by shares									
	<input type="checkbox"/> Private limited by guarantee									
	<input type="checkbox"/> Public company									
Option 2	I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only <b>one</b> box									
	<input type="checkbox"/> Private limited by shares									
	<input checked="" type="checkbox"/> Private limited by guarantee									
	<input type="checkbox"/> Public company									
Option 3	<input type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application									

② For details of which company type can adopt which model articles, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A Community Interest Company (CIC) cannot adopt model articles If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles

**A9****Restricted company articles ③**

Please tick the box below if the company's articles are restricted										
<input type="checkbox"/>										

**③ Restricted company articles**

Restricted company articles are those containing provision for entrenchment For more details, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

# IN01

Application to register a company

## Part 2

### Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1.

### Secretary

#### B1

#### Secretary appointments <sup>①</sup>

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C4.

Title*	
Full forename(s)	
Surname	
Former name(s) <sup>②</sup>	

##### <sup>①</sup> Corporate appointments

For corporate secretary appointments, please complete Sections C1-C4 instead of Section B.

##### Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

##### <sup>②</sup> Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

#### B2

#### Secretary's service address <sup>③</sup>

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

##### <sup>③</sup> Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

# IN01

Application to register a company

## Corporate secretary

**C1**

### Corporate secretary appointments ①

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

#### ① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

#### Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

**C2**

### Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete Section C3 only
- No Complete Section C4 only

**C3**

### EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

#### ② EEA

A full list of countries of the EEA can be found in our guidance [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

**C4**

### Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

#### ④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

# IN01

## Application to register a company

### Director

**D1**

#### Director appointments ①

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E4.

Title*	Mr																
Full forename(s)	Michael James																
Surname	Squirrell																
Former name(s) ②																	
Country/State of residence ③	UK																
Nationality	British																
Month/year of birth ④	<table><tr><td></td><td></td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td></tr><tr><td></td><td></td><td>0</td><td>7</td><td>1</td><td>9</td><td>8</td><td>4</td></tr></table>			m	m	y	y	y	y			0	7	1	9	8	4
		m	m	y	y	y	y										
		0	7	1	9	8	4										
Business occupation (if any) ⑤	Solicitor																

#### ① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

#### ② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

#### Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2**

#### Director's service address ⑥

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

#### ⑥ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

# IN01

## Application to register a company

### Director

**D1**

#### Director appointments ①

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E4.

Title*									
Full forename(s)									
Surname									
Former name(s) ②									
Country/State of residence ③									
Nationality									
Month/year of birth ④	<table><tr><td></td><td></td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td></tr></table>			m	m	y	y	y	y
		m	m	y	y	y	y		
Business occupation (if any) ⑤									

#### ① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

#### ② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

#### Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2**

#### Director's service address ⑥

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

#### ⑥ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.



# IN01

## Application to register a company

### Corporate director

**E1**

#### Corporate director appointments <sup>(1)</sup>

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

#### <sup>(1)</sup> Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

#### Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

**E2**

#### Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

- ▶ Yes Complete Section E3 only
- ▶ No Complete Section E4 only

**E3**

#### EEA companies <sup>(2)</sup>

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered <sup>(3)</sup>

Registration number

#### <sup>(2)</sup> EEA

A full list of countries of the EEA can be found in our guidance [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

<sup>(3)</sup> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

**E4**

#### Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered <sup>(4)</sup>

If applicable, the registration number

#### <sup>(4)</sup> Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

IN01

Application to register a company

**Part 3****Statement of capital**

Does your company have share capital?

- **Yes** Complete the sections below
- **No** Go to **Part 4 (Statement of guarantee)**.

**F1****Statement of capital**

Complete the table(s) below to show the share capital

**Complete a separate table for each currency (if appropriate)** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

**Continuation pages**

Please use a continuation page if necessary

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Totals</b>				
<b>Totals</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①

① Please list total aggregate values in different currencies separately  
For example £100 + €100 + \$10 etc

# IN01

Application to register a company

**F2**

## Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share

Prescribed particulars

①

### ① Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

A separate table must be used for each class of share

### Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

# IN01

## Application to register a company

Class of share		<b>① Prescribed particulars of rights attached to shares</b>
Prescribed particulars ①		<p>The particulars are</p> <ul style="list-style-type: none"><li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li><li>b particulars of any rights, as respects dividends, to participate in a distribution,</li><li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li><li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder</li></ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b> Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

# IN01

## Application to register a company

**F3**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital  
Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

**Part 4****Statement of guarantee**

Is your company limited by guarantee?

- **Yes** Complete the sections below
- **No** Go to **Part 5** People with significant control (PSC)

**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

**1 Name**

Please use capital letters

**2 Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**3 Amount guaranteed**

Any valid currency is permitted

**4 Class of members**

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) ①	Brayford Formations Limited
Surname ①	
Address ②	c/o WILKIN CHAPMAN LLP, THE MALTINGS, 11-15 BRAYFORD WHARF EAST, LINCOLN, LINCOLNSHIRE
Postcode	L N 5 7 A Y
Amount guaranteed ③	£5 00 (five pounds)
Class of member (if applicable) ④	

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

# IN01

## Application to register a company

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

### Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

#### ① Name

Please use capital letters

#### ② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

#### ③ Amount guaranteed

Any valid currency is permitted

#### ④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary

# IN01

Application to register a company

## Part 5

### People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

If on incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register**

#### H1

#### Statement of initial significant control ①

☒ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

##### ① Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in Sections H, I & J

Please use the PSC continuation pages if necessary

#### H2

#### Statement of no PSC

(Please tick the statement below if appropriate)

☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company



# IN01

Application to register a company

## Individual PSC

**H3**

### Individual's details

Use **Sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

**① Country/State of residence**

This is in respect of the usual residential address as stated in Section H6

**② Month and year of birth**

Please provide month and year only

Title\*

Full forename(s)

Surname

Country/State of residence ①

Nationality

Month/year of birth ②

**H4**

### Individual's service address ③

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section H6**

**③ Service address**

This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

Building name/number

Street

Post town

County/Region

Postcode

Country

# IN01

## Application to register a company

H7

### Nature of control for an individual ①

Please indicate how the individual is a person with significant control over the company

#### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply

H8

### Nature of control by a firm over which the individual has significant control ①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

# IN01

Application to register a company

H9

## Nature of control by a trust over which the individual has significant control <sup>①</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

<sup>①</sup> Tick each that apply.

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

# IN01

Application to register a company

## Individual PSC

**H3**

### Individual's details

Use Sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*									
Full forename(s)									
Surname									
Country/State of residence ①									
Nationality									
Month/year of birth ②	<table><tr><td></td><td></td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td></tr></table>			m	m	y	y	y	y
		m	m	y	y	y	y		

- ① **Country/State of residence**  
This is in respect of the usual residential address as stated in Section H6
- ② **Month and year of birth**  
Please provide month and year only

**H4**

### Individual's service address ③

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

- ③ **Service address**  
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.
- If you provide the individual's residential address here it will appear on the public record.

# IN01

Application to register a company

H7

## Nature of control for an individual <sup>①</sup>

Please indicate how the individual is a person with significant control over the company

### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

<sup>①</sup>Tick each that apply

H8

## Nature of control by a firm over which the individual has significant control <sup>①</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup>Tick each that apply

# IN01

Application to register a company

H9

## Nature of control by a trust over which the individual has significant control <sup>①</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

<sup>①</sup> Tick each that apply.

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

## Relevant legal entity (RLE)

<b>I1</b>	<b>RLE details ①</b>	
Corporate or firm name	Brayford Formations Limited	
Building name/number	c/o WILKIN CHAPMAN LLP, THE MALTINGS,	
Street	11-15 BRAYFORD WHARF EAST,	
Post town	LINCOLN	
County/Region	LINCOLNSHIRE	
Postcode	L N 5 7 A Y	
Country	UK	
<b>① Registered or principal office address</b> This is the address that will appear on the public record		
<b>I2</b>	<b>Legal form and governing law</b>	
	Please give details of the legal form of the RLE and the law by which it is governed If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register	
Legal form	Company limited by guarantee	
Governing law	England & Wales	
If applicable, register in which RLE is entered ②	England & Wales	
Country/State ②	UK	
Registration number ②	09279111	
<b>② Registration number</b> Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register		

# IN01

Application to register a company

13

## Nature of control for the RLE ①

Please indicate how the RLE has significant control over the company

① Tick each that apply

### Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

### Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

### Ownership of right to appoint/remove directors

- ☒ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

### Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

## Nature of control by a firm over which the RLE has significant control ①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

① Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company



15

**Nature of control by a trust over which the RLE has significant control** ①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

# IN01

Application to register a company

## Other registrable person (ORP)

**J1**

### ORP details

An 'other registrable person' is

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

**J2**

### Principal office address <sup>①</sup>

Building name/number

Street

Post town

County/Region

Postcode

Country

**<sup>①</sup> Principal office address**

This is the address that will appear on the public record

**J3**

### Legal form and governing law

Legal form

Governing law

# IN01

## Application to register a company

J4

### Nature of control <sup>①</sup>

Please show how the ORP has significant control over the company

<sup>①</sup> Tick each that apply

#### Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

J5

### Nature of control by a firm over which the ORP has significant control <sup>①</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

<sup>①</sup> Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

# IN01

Application to register a company

J6

## Nature of control by a trust over which the ORP has significant control <sup>①</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply

IN01

Application to register a company

**Part 6**

**Election to keep information on the public register (if applicable)**

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

**K1**

**Election to keep secretaries' register information on the public register <sup>(1)</sup>**

☐ All subscribers elect to keep secretaries' register information on the public register

<sup>(1)</sup> Only applies if the proposed company will have a secretary

**K2**

**Election to keep directors' register information on the public register**

**IMPORTANT**

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record <sup>(2)</sup>

☐ All subscribers elect to keep directors' register information on the public register

<sup>(2)</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record

**K3**

**Election to keep directors' usual residential address (URA) register information on the public register**

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

**K4**

**Election to keep members' register information on the public register**

**IMPORTANT**

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ All company will be a single member company (Tick if applicable)

**K5**

**Election to keep PSC register information on the public register**

**IMPORTANT**

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record <sup>(3)</sup>

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person <sup>(4)</sup> within the notice period before making the election

<sup>(3)</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record

**<sup>(4)</sup> Eligible person**

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

**Part 7 Consent to act****L1****Consent statement**

Please tick the box to confirm consent

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

**Part 8 Statement about individual PSC particulars****M1****Particulars of an individual PSC ①**

Please tick the box to confirm

- ☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application

① Only tick this if you have completed details of one or more individual PSCs in Sections H3-H9

**Part 9 Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section N1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section N2** (Statement of compliance delivered by an agent)

**N1****Statement of compliance delivered by the subscribers ②**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association


I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

② **Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature

Signature

X



X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

**Continuation pages**

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign


IN01

Application to register a company

N2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	Wilkin Chapman LLP									
Building name/number	The Maltings									
Street	11-15 Brayford Wharf East									
Post town	Lincoln									
County/Region	Lincolnshire									
Postcode	L	N	5		7	A	Y			
Country	UK									
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with									
Agent's signature	<div>Signature</div> <div>×  ×</div>									

**IN01**

Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name **Ref: MJS / 1028304 / 38**

Company name  
**Wilkin Chapman LLP**

Address  
**The Maltings**

**11-15 Brayford Wharf East**

**Lincoln**

Post town  
**Lincolnshire**

County/Region

Postcode 

L	N	5		7	A	Y
---	---	---	--	---	---	---

Country

DX  
**11008 LINCOLN 1**

Telephone  
**01522 512345**

**Certificate**

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A7)  
☐ At the agent's address (Given in Section N2)

**Checklist**

**We may return forms completed incorrectly or with information missing**

**Please make sure you have remembered the following**

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

**How to pay**

**A fee is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

**For companies registered in England and Wales**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1

**Section 243 or 790ZF exemption**

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**



**THE COMPANIES ACT 2006**

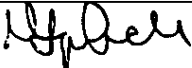
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM of ASSOCIATION**

**of**

**EGREMONT RUSSET MANAGEMENT COMPANY LIMITED**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

<b>Name of each subscriber</b>	<b>Signature of each subscriber</b>
Brayford Formations Limited	 <b>FOR AND ON BEHALF OF BRAYFORD FORMATIONS LIMITED</b>

Dated - 27-10-16

THE COMPANIES ACT 2006

**ARTICLES OF ASSOCIATION**

OF

**EGREMONT RUSSET MANAGEMENT COMPANY LIMITED**

**WILKIN CHAPMAN LLP COMPANY SECRETARIAL SERVICES**

The Maltings, 11-15 Brayford Wharf East, Lincoln, Lincolnshire, LN5 7AY

Telephone 01522 512345 Fax 01522 545803

COMPANY FORMATIONS AND ADMINISTRATION

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**

- of -

**EGREMONT RUSSET MANAGEMENT COMPANY LIMITED (THE "COMPANY")**

**INTRODUCTION**

**1. INTERPRETATION**

1.1 In these Articles, the following definitions apply -

**Act:** the Companies Act 2006,

**Articles:** the Company's articles of association for the time being in force,

**Board:** the board of directors of the Company for the time being,

**Business Day:** any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,

**Conflict:** a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company,

**Estate:** all of the Properties at 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,

**Estate Common Parts:** all internal and external common parts of the Estate, comprising the courtyard, driveway, front garden and gate,

**Member:** a member of the Company,

**Model Articles:** the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles and reference to a numbered **Model Article** is a reference to that article of the Model Articles,

**Owner:** a person or persons who are either the freehold or leasehold proprietors of a Property and so that whenever two or more persons are for the time being joint proprietors of any one Property they shall for all purposes of these Articles be deemed to constitute one proprietor,

**Property:** the following freehold properties -

- a) Apartment 101, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- b) Apartment 102, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- c) Apartment 103, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,

- d) Apartment 104, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- e) Apartment 105, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- f) Apartment 106, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- g) Apartment 201, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- h) Apartment 202, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- i) Apartment 203, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF
- j) Apartment 301, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- k) Apartment 302, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- l) Apartment 303, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- m) Apartment 304, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- n) Apartment 305, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- o) Apartment 306, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- p) Apartment 401, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- q) Apartment 402, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,
- r) Apartment 403, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF, and
- s) Apartment 501, 9-11 Wellington Street, Kingston Upon Hull, HU1 1UF,

(each a **Property**, and together the **Properties**)

- 1 2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles
- 1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1 4 A reference in these Articles to an **Article** is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of -
  - a) any subordinate legislation from time to time made under it, and
  - b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts

- 1 6 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 7 The Model Articles shall apply to the Company, except insofar as they are modified or excluded by these Articles
- 1 8 Model Articles 2, 8, 9(1), 9(3), 11(2), 11(3), 13, 14(1), 14(2), 14 (3), 14(4), 17(2), 22(3), 30(2), 35, 38 and 39 shall not apply to the Company
- 1 9 Model Article 7 shall be amended by -
- a) the insertion of the words "for the time being" at the end of article 7(2)(a), and
  - b) the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"

## **2. OBJECTS**

- 2 1 The objects for which the Company is established are to -
- a) manage and administer the Estate Common Parts,
  - b) acquire, purchase, exchange and deal with options over any property, real or personal (excluding the Properties), and any right or privileges of any kind over in respect of any property, and to improve, develop, sell, lease, accept, surrender or dispose of or otherwise deal with all or any part of such property and any or all rights of the Company therein or thereto,
  - c) collect all rents, charges (including a service charge) and other income and to pay any rates, taxes, charges, duties, levies, assessments or other outgoings or whatsoever nature charge, assessed or imposed on or in respect of the Estate Common Parts or any part thereof,
  - d) purchase or by any other means acquire or take options over any property whatsoever and any rights or privileges of any kind over or in respect of any property and to sell, let or dispose of or grant rights over any real property owned by the Company,
  - e) take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts or agents,
  - f) employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights,
  - g) draw, accept, make, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments,
  - h) invest and deal with the monies of the Company not immediately required for the purpose of the business of the Company in or upon such investments and

in such manner as the Company may approve,

- i) purchase and maintain insurance for the benefit of any director, officer or auditor of the Company or any company which is the holding company as subsidiary or a fellow subsidiary of the Company and subject to the Act against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director) officer or auditor and subject to the provisions of the Act to indemnify any such person out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto and without prejudice to the foregoing to grant any such indemnity after the occurrence of the event giving rise to any such liability,
- j) provide services of every description in relation to the Estate Common Parts and to maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to the property and arrange for the supply of it of services and amenities including sewers and roads and the maintenance of the same and the cultivation, maintenance, landscaping and planting of any land, gardens and grounds comprised in the Estate Common Parts and to enter into new contracts with builders, tenants, contractors and others to employ appropriate staff and managing or other agent whatsoever in relation thereto,
- k) insure the Estate Common Parts (or any other property of the Company or in which it has an interest) against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against any public liability and any other risks which it may consider prudent or desirable to insure against,
- l) establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the Company's objects and to require the members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest and deal in and with such monies not immediately required in such manner as may from time to time be determined
- m) improve, manage, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose or turn to account, grant licences, option rights or other privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company,
- n) pay for any property or rights acquired by the Company and to remunerate any person either in cash or otherwise,
- o) acquire and hold debentures or other securities of any other company and otherwise invest and deal with the monies of the Company,
- p) lend money or give credit to such persons on such terms as may seem expedient,
- q) borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future) the discharge by the Company or any other person of any obligation or

liability,

- r) guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient,
- s) guarantee support or secure (whether by personal obligation or covenant or by mortgaging or charging) all or any part of the undertaking property and assets (present and future) of the Company or by anyone or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends and other monies payable on or in respect of any debentures, debenture stock, loan stock or other securities, liabilities or obligations of any person, firm or company, including (without prejudice to the generality of the foregoing) any company is for the time being a subsidiary or a holding company, as defined by section 1159 of the Act, or a subsidiary undertaking or parent undertaking of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings,
- t) establish and subsidise or subscribe money to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company or person as is mentioned in the immediately preceding paragraph of this paragraph and make payments for any charitable, benevolent public, general or useful object,
- u) enter into any arrangements with governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same,
- v) dispose by any means of the whole or any part of the undertaking or property of the Company,
- w) do all or any other things hereinbefore authorised either alone or in conjunction with others or as factors, trustees or agents for others or by or through factors, trustees or agents,
- x) do all such other things (either similar to any of the foregoing or not) as are incidental to or which the Company may think conducive to the above objects or any of them, and
- y) do any of the foregoing either with or without receiving any payment or other consideration or benefit therefore and either in connection with any other business, activity or any of them

2 2 Each of the objects specified in each of Articles 2 1(a) to 2 1(y) (inclusive) shall, except where otherwise expressed in such paragraph, be regarded as an independent main object and shall not be limited or restricted by reference to or inference from the terms of any other paragraph of Article 2 1 or the name of the Company,

2 3 The word **company** in this Article 2 (except where it refers to the **Company**) shall be

deemed to include any person or partnership or other body of persons whether incorporated and whether domiciled in the United Kingdom or elsewhere and words denoting the singular only shall include the plural and vice versa

### **3. NOT FOR DISTRIBUTION**

3 1 The income and property of the Company shall be applied solely in promoting the objects of the Company as set out in Article 2

3 2 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of -

- a) reasonable and proper remuneration to any Members, officer or servant of the Company for any services rendered to the Company,
- b) any interest on money lent by any Member or any director at a reasonable and proper rate,
- c) reasonable and proper rent for premises demised or let by any Member or director, and/or
- d) reasonable out-of-pocket expenses properly incurred by any Member or Director in their capacity as Member or Director (as applicable)

### **4. WINDING UP**

On the winding-up or dissolution of the Company, any asset or property that remains available to be distributed or paid to the Members shall be paid or distributed as the Members at the time shall determine

### **5. GUARANTEE**

5 1 The liability of each Member is limited to £5 (five pounds), being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for -

- a) payment of the Company's debts and liabilities contracted before he ceases to be a Member,
- b) payment of the costs, charges and expenses of the winding up, and
- c) adjustment of the rights of the contributories among themselves

## **DIRECTORS**

### **6. CALLING A DIRECTORS' MEETING**

6 1 Any director may call a directors' meeting by giving not less than five Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the company secretary (if any) to give such notice

6 2 Notice of a directors' meeting shall be given to each director in writing



- 6 3 A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting

## **7. QUORUM FOR DIRECTORS' MEETINGS**

The quorum for the transaction of business at a meeting of directors is any 3 (three) directors, except when the Company only has one director in which case that director can make decisions alone

## **8. CASTING VOTE**

If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting shall not have a casting vote

## **9. DIRECTORS' CONFLICTS OF INTEREST**

- 9 1 The directors may, in accordance with the requirements set out in this Article 9, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest

- 9 2 Any authorisation under this Article 9 shall be effective only if to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine

- 9 3 Any authorisation of a Conflict under this Article 9 may (whether at the time of giving the authorisation or subsequently) -

- a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,
- b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict,
- c) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the other directors think fit,
- d) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, nor to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and
- e) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters

- 9 4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict

- 9 5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation
- 9 6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds
- 9 7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company -
- a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
  - b) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested,
  - c) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,
  - d) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and
  - e) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

## **10. RECORDS OF DECISIONS TO BE KEPT**

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

## **11. DIRECTORS**

- 11 1 Each Member shall be a director of the Company and only an Owner shall be entitled to be appointed as a director. It shall be a requirement of being a Member of the Company that the Member (or in the case where the Member is an Owner

comprising two or more joint proprietors of a Property, the first named) shall be deemed to have offered himself for appointment as a director and shall not at any time revoke that offer and shall sign the relevant form to be appointed as a director

- 11 2 The first director shall be the subscriber to the Memorandum of Association of the Company or such other person as he may from time to time appoint (**First Director**) The First Director shall continue to exercise all powers of the Board alone until such time as there are Owners in respect of each and every Property and they are each registered as Members, following which the powers of the Board shall be exercised by all of the directors and not just the First Director
- 11 3 In the event of a Member being a corporation, the corporation shall nominate a person to be eligible to hold office as a director
- 11 4 The office of a Director shall be vacated if -
- a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or
  - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - c) 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, or
  - d) 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, or
  - e) he removed from office by a resolution passed pursuant to Section 168 of the Act, or
  - f) he ceases to be a Member

#### **Appointment and removal of alternate directors**

- 11 5 Any director (other than an alternate director) (**Appointor**) may appoint as an alternate either any other director, or any person who is a joint owner of the Property in respect of which he is an Owner, to
- a) exercise that director's powers, and
  - b) carry out that director's responsibilities,
- in relation to the taking of decisions by the directors, in the absence of the alternate's Appointor
- 11 6 Any appointment or removal of an alternate director must be effected by notice in writing to the Company signed by the Appointor, or in any other manner approved by the directors
- 11 7 The notice must

- a) identify the proposed alternate, and
- b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of the director giving the notice

#### **Rights and responsibilities of alternate directors**

11 8 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's Appointor

11 9 Except as the Articles specify otherwise, alternate directors

- a) are deemed for all purposes to be directors,
- b) are liable for their own acts and omissions,
- c) are subject to the same restrictions as their Appointors, and
- d) are not deemed to be agents of or for their Appointors,

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his Appointor is a Member

11 10 A person who is an alternate director but not a director

- a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's Appointor is not participating),
- b) may participate in a unanimous decision of the directors (but only if his Appointor does not participate), and
- c) shall not be counted as more than one director for the purposes of Articles 11 10(a) and (b)

11 11 A director who is also an alternate director is entitled, in the absence of his Appointor(s), to a separate vote on behalf of each Appointor, in addition to his own vote on any decision of the directors (provided that an Appointor for whom he exercises a separate vote is not an Interested Director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present

11 12 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive any remuneration from the Company for serving as an alternate director except such part (if any) of the remuneration otherwise payable to the alternate's Appointor as the Appointor may by notice in writing to the Company from time to time direct

#### **Termination of alternate directorship**

11 13 An alternate director's appointment as an alternate (in respect of a particular Appointor) terminates

- a) when the alternate's Appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
- b) on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's Appointor, would result in the termination of the Appointor's appointment as a director,
- c) on the death of the alternate's Appointor, or
- d) when the alternate director's Appointor ceases to be a director for whatever reason

## **12. APPLICATION FOR MEMBERSHIP**

- 12 1 The number of Members which the Company proposes to have is not more than 19 (nineteen) but the Board may from time to time register a greater number of Members
- 12 2 There shall be one Member only in respect of each Property
- 12 3 Every Member shall either sign a written consent to become a Member or sign the Company's register of members on becoming a Member
- 12 4 The directors are generally and unconditionally authorised to grant rights to subscribe for membership up to a maximum number of 19 (nineteen)
- 12 5 Where two or more persons are Owners of a Property, they shall together constitute one Member and the person whose name first appears on the register of Members shall exercise the voting and other powers vested in such Member

## **13. TRANSFER OF MEMBERSHIP**

- 13 1 Upon a sale or permitted assignment by a Member of a Property, the Member shall -
  - a) immediately resign as a director of the Board, and
  - b) immediately resign as a Member and procure that the new proprietor of the Property becomes a Member
- 13 2 No Member may cease to be a member of the Company other than in accordance with the terms of Article 13 1
- 13 3 The directors shall decline to register any transfers of membership other than as set out in Article 13 1 and/or Article 13 6
- 13 4 The directors shall be obliged to register any transfer made pursuant to Article 13 1 provided that it is shown to their satisfaction (acting reasonably) that the transferee is a proprietor of a Property
- 13 5 If any Member refuses or neglects to resign their membership upon ceasing to be an Owner, the directors shall forthwith be deemed to be duly appointed as the attorney of that holder with full power in his name and on his behalf to execute, complete and deliver a resignation of his membership
- 13 6 The trustee in bankruptcy of any bankrupt Member, or the personal representative of

any deceased Member, shall be entitled to become a Member if, at the time of his application for membership, such bankrupt Member or deceased Member was an Owner

- 13 7 No fee shall be charged for registering the transferee in the Company's register of members

#### **14. EXPULSION OF MEMBER**

- 14 1 The directors may terminate the membership of any Member without his consent by giving him written notice if, in the reasonable opinion of the directors

- a) he is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and directors into disrepute, or
- b) he has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole, or
- c) he has failed to observe the terms of these Articles

Following such termination, the Member shall be removed from the Register of Members by the directors

- 14 2 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a Member

#### **DECISION MAKING BY MEMBERS**

##### **15. VOTES OF MEMBERS**

Subject to the Act, at any general meeting every Member who is present in person (or by proxy) shall on a show of hands have one vote and every Member present in person (or by proxy) shall on a poll have one vote

##### **16. POLL VOTES**

- 16 1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting

- 16 2 Article 30(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that Model Article

##### **17. PROXIES**

- 17 1 Article 31(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the company in accordance with the Articles 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 accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"

- 17 2 Article 31(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that Model Article

## **ADMINISTRATIVE ARRANGEMENTS**

### **18. MEANS OF COMMUNICATION TO BE USED**

- 18 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient
- a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),
  - b) if properly addressed and delivered by hand, when it was given or left at the appropriate address,
  - c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
  - d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this Article 18, no account shall be taken of any part of a day that is not a Business Day

- 18 2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act

### **19. INDEMNITY AND INSURANCE**

- 19 1 Subject to Article 19 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled
- a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs

- b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 19 1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

19 2 This Article 19 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly

19 3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

19 4 In this Article 19

- 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 loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer'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) A **relevant officer** means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)