



FILE COPY

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

Company Number **10530785**

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

**BALFOUR VILLAS MANAGEMENT COMPANY
LIMITED**

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

Given at Companies House on **17th December 2016**



N10530785G



Companies House



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

IN01

521095/40



Companies House

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 register
this, please use form LL IN01. Do not
use this form if any individual with
significant control is applying or has
applied for protection having their
details disclosed public register. Contact
enquiries at companieshouse.gov.uk to
get a separate form

MON TUE WEDNESDAY



A04 07/12/2016 #75
COMPANIES HOUSE
A5LCBBV5
A06 18/11/2016 #94
COMPANIES HOUSE
A5JZMP9K
A05 31/10/2016 #7
COMPANIES HOUSE
A5IRZ6K3

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

Please show the proposed company name below

Proposed company
name in full ①

Balfour Villas Management Company Limited

For official use

10536785

→ 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

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

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

IN01

Application to register a company

A4

Company type¹

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

¹ Company type

If you are unsure of your company's type, please go to our website www.gov.uk/companieshouse

A5

Principal business activity

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

Classification code 1	9	8	0	0	0
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

² 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

A6

Situation of registered office ³

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

³ 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	Bartons, Suite 103, QC30
Street	30 Queen Charlotte Street
Post town	Bristol
County/Region	
Postcode	B S 1 4 H J

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	<p>I wish to adopt one of the following model articles in its entirety Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 2	<p>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 one box</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p>

② For details of which company type can adopt which model articles, please go to our website 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

☐

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

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 ①

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) ②	

① Corporate appointments

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

Additional appointments

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

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.

B2

Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

③ 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	<p>Please use this section to list all the corporate secretary appointments taken on formation</p> <table border="1"> <tr> <td>Name of corporate body/firm</td> <td></td> </tr> <tr> <td>Building name/number</td> <td></td> </tr> <tr> <td>Street</td> <td></td> </tr> <tr> <td>Post town</td> <td></td> </tr> <tr> <td>County/Region</td> <td></td> </tr> <tr> <td>Postcode</td> <td></td> </tr> <tr> <td>Country</td> <td></td> </tr> </table>	Name of corporate body/firm		Building name/number		Street		Post town		County/Region		Postcode		Country		<p>① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page</p> <p>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</p>
Name of corporate body/firm																	
Building name/number																	
Street																	
Post town																	
County/Region																	
Postcode																	
Country																	
C2	Location of the registry of the corporate body or firm	<p>Is the corporate secretary registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section C3 only</p> <p>→ No Complete Section C4 only</p>															
C3	EEA companies ②	<p>Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register</p> <table border="1"> <tr> <td>Where the company/firm is registered ②</td> <td></td> </tr> <tr> <td>Registration number</td> <td></td> </tr> </table>	Where the company/firm is registered ②		Registration number		<p>② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>										
Where the company/firm is registered ②																	
Registration number																	
C4	Non-EEA companies	<p>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</p> <table border="1"> <tr> <td>Legal form of the corporate body or firm</td> <td></td> </tr> <tr> <td>Governing law</td> <td></td> </tr> <tr> <td>If applicable, where the company/firm is registered ④</td> <td></td> </tr> <tr> <td>Registration number</td> <td></td> </tr> </table>	Legal form of the corporate body or firm		Governing law		If applicable, where the company/firm is registered ④		Registration number		<p>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</p>						
Legal form of the corporate body or firm																	
Governing law																	
If applicable, where the company/firm is registered ④																	
Registration number																	

IN01

Application to register a company

Director

D1	Director appointments ^①		<p>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.</p> <p>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.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in section D4.</p> <p>④ Month and year of birth Please provide month and year only.</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>
	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)	Adam James Salisbury		
Surname	Phelps		
Former name(s) ^②			
Country/State of residence ^③	England		
Nationality	British		
Month/year of birth ^④	<div>X</div> <div>X</div> <div>0</div> <div>1</div> <div>1</div> <div>9</div> <div>7</div> <div>1</div>		
Business occupation (if any) ^⑤	Chartered Town Planner		

D2	Director's service address ^①		<p>① Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .		
Building name/number	Bartons, Suite 103, QC30		
Street	30 Queen Charlotte Street		
Post town	Bristol		
County/Region			
Postcode	<div>B</div> <div>S</div> <div>1</div> <div></div> <div>4</div> <div>H</div> <div>J</div> <div></div>		
Country	England		

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)	Paul Dean	
Surname	O'Brien	
Former name(s) ^②		
Country/State of residence ^③	England	
Nationality	British	
Month/year of birth ^④	<div>X X</div> <div>0 3</div> <div>1 9</div> <div>6 6</div>	
Business occupation (if any) ^⑤	Director	

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 ^①	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Bartons, Suite 103, QC30	
Street	30 Queen Charlotte Street	
Post town	Bristol	
County/Region		
Postcode	<div>B S 1</div> <div>4 H J</div>	
Country	England	

① 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.

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Application to register a company

Corporate director

E1	Corporate director appointments <p>Please use this section to list all the corporate directors taken on formation</p>	<p>Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p>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</p>
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
E2	Location of the registry of the corporate body or firm <p>Is the corporate director registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section E3 only</p> <p>→ No Complete Section E4 only</p>	
E3	EEA companies <p>Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register</p>	<p>EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse</p> <p>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Where the company/firm is registered		
Registration number		
E4	Non-EEA companies <p>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</p>	<p>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</p>
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered		
If applicable, the registration number		

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
---------------------------------------------------------	------------------------------------------------	------------------	---------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------

Currency table A

£	Ordinary	2	2	
Totals		2	2	0

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
2	2	0

❶ 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

Ordinary

Prescribed particulars

1

Each share has full rights in the company with respect to Voting, Dividends and Distributions

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

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Application to register a company

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 a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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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 Adam James Salisbury Phelps	Ordinary	1	£	1	0	1
Address Garden Flat, 48 Clifton Park Road, Bristol, BS8 3HN						
Name Paul Dean O'Brien	Ordinary	1	£	1	0	1
Address Oakdene, Tower House Lane, Wraxall, BS48 1JR						
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	
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	

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Application to register a company

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

❶ Name

Please use capital letters

❷ Address

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

❸ Amount guaranteed

Any valid currency is permitted

❹ 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

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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

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	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
	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*	Mr	
Full forename(s)	Adam James Salisbury	
Surname	Phelps	
Country/State of residence ①	England	
Nationality	British	
Month/year of birth ②	<div>X</div> <div>X</div> <div>0</div> <div>1</div> <div>1</div> <div>9</div> <div>7</div> <div>1</div>	

H4	Individual's service address ①	① 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
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6	
Building name/number	Bartons, Suite 103, QC30	
Street	30 Queen Charlotte Street	
Post town	Bristol	
County/Region	England	
Postcode	<div>B</div> <div>S</div> <div>1</div> <div></div> <div>4</div> <div>H</div> <div>J</div> <div></div>	
Country	England	

IN01

Application to register a company

H7

Nature of control for an individual¹

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

¹ Tick each that apply

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

H8

Nature of control by a firm over which the individual has significant control¹

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

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

IN01

Application to register a company

H9

Nature of control by a trust 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 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

Individual PSC

H3	Individual's details		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
	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*	Mr		
Full forename(s)	Paul Dean		
Surname	O'Brien		
Country/State of residence ①	England		
Nationality	British		
Month/year of birth ②	X X 0 3 1 9 6 6		

H4	Individual's service address ①		① 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
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6		
Building name/number	Barton's, Suite 103, QC30		
Street	30 Queen Charlotte Street,		
Post town	Bristol		
County/Region	England		
Postcode	B S 1 4 H J		
Country	England		

IN01

Application to register a company

H7

Nature of control for an individual¹

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 control¹

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 ^①

The individual 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

Relevant legal entity (RLE)

11 RLE details ^①	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Registered or principal office address
This is the address that will appear on the public record

12 Legal form and governing law	
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	
Governing law	
If applicable, register in which RLE is entered ^①	
Country/State ^①	
Registration number ^①	

① Registration number
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

IN01

Application to register a 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 <ul style="list-style-type: none">• 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	<div></div> <div></div>	
J2	Principal office address ①	
Building name/number	<div></div>	① Principal office address This is the address that will appear on the public record
Street	<div></div> <div></div>	
Post town	<div></div>	
County/Region	<div></div>	
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country	<div></div>	
J3	Legal form and governing law	
Legal form	<div></div> <div></div>	
Governing law	<div></div>	

IN01

Application to register a company

J4

Nature of control ^①

Please show how the ORP has significant control over the company

① 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 ^①

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

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

IN01

Application to register a company

J6

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

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

¹ 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 ^①

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

^① 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 ^②

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

^② 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

☐ The 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 ^③

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

☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election

^③ If the subscribers don't make this election, only the month and year of birth will be available on the public record

^④ 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

Subscriber's signature

Signature

X *ASB*

[Handwritten signature]

X

Subscriber's signature

Signature

X *ASB*

[Handwritten signature]

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

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

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

Building name/number

Street

Post town

County/Region

Postcode

Country

England

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

Agent's signature

Signature

X

X

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 **David Peters**

Company name **Bartons**

Address **Suite 103, QC30**
30 Queen Charlotte Street

Post town **Bristol**

County/Region

Postcode **B S 1 4 H J**

Country **England**

DX **7881 Bristol**

Telephone **0117 9256000**

**Certificate**

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

- ☐ At the registered office address (Given in Section A7)
☐ At the agents 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

**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 or email 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


COMPANY HAVING A SHARE CAPITAL

Memorandum of association of BALFOUR VILLAS 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 and to take at least one share

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>	
PAUL DEAN O'BRIEN	X 	X
ADAM JAMES SALISBURY PHELPS	X 	X

Dated

 29th October 2016

X

Company Number:

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

**BALFOUR VILLAS MANAGEMENT COMPANY
LIMITED**



Suite 103, First Floor QC30
30 Queen Charlotte Street
Bristol
BS1 4HJ

DX 7881 Bristol

Telephone + 44 (0)117 9256000
Fax +44 (0)117 9256001

THE COMPANIES ACTS 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of

BALFOUR VILLAS MANAGEMENT COMPANY LIMITED

Part 1

Interpretation, Limitation of Liability and other miscellaneous provisions

1. Defined terms

1.1 In these articles, unless the context requires otherwise

“**Acts**” means the Companies Acts and every other statute, order, regulation or other subordinate legislation from time to time in force concerning companies and affecting the Company,

“**alternate**” or “**alternate director**” has the meaning set out in article 23,

“**appointer**” has the meaning set out in article 23,

“**articles**” means the Company’s articles of association as altered or varied from time to time (and “**article**” means a provision of these articles),

“**associated company**” has the meaning set out in Section 256 CA2006,

“**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,

“**CA2006**” means the Companies Act 2006,

“**chairman**” has the meaning set out in article 13,

“**chairman of the meeting**” has the meaning set out in article 32,

“**Companies Acts**” means the Companies Acts (as defined in Section 2, CA2006), in so far as they apply to the Company,

“**conflicted director**” has the meaning set out in article 15,

“**conflict situation**” has the meaning set out in article 15,

“Development” means the freehold development at the property formerly known as the Luckwell Club, Luckwell Road, Bristol, BS3 3EW, being the whole of the land registered under Title Number BL91918

“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 summons, notice order, register, certificate or other legal process and includes any such document sent or supplied in electronic form,

“electronic form” has the meaning set out in Section 1168 CA2006,

“eligible director” means a director who would have been entitled to vote on the matter had it been proposed as a resolution at a directors’ meeting (but excluding any director whose vote is not to be counted in respect of the resolution in question,

“freehold commercial unit” means a non-residential commercial unit where a freehold transfer has been granted or assigned to a party who is (or will, on completion of the registration of the transfer, be) the registered proprietor of the unit,

“freehold unit” means a residential unit where a freehold transfer has been granted or assigned to a party who is (or will, on completion of the registration of the transfer, be) the registered proprietor of the unit,

“holding company” has the meaning set out in Section 1159 CA2006,

“leasehold commercial unit” means a non-residential commercial unit where a long lease of more than 7 years has been granted or assigned to a party who is (or will, on completion of the registration of the lease/assignment, be) the registered proprietor of the unit,

“leasehold unit” means a residential unit where a long lease of more than 7 years has been granted or assigned to a party who is (or will, on completion of the registration of the lease/assignment, be) the registered proprietor of the unit,

“member” has the meaning given in Section 112 CA2006,

“Managed Property” means all areas and facilities at the Development as are set out in the transfers and/or leases of the units on the Development as being areas and facilities to be managed by the Company to include (but not be limited to) the front door, entrance hall, passages, lift, staircases and landings of any building on the Development, the external paths, driveways, footpaths, roadways, cycle lanes, yard, staircases and refuse areas, communal landscaping and visitor parking spaces, communal water supply, bollard lighting, private parking spaces and any other communal facilities on or at the Development,

“Model Articles” means the model articles for private companies limited by shares as set out in Schedule 2 to the Companies (Model Articles) Regulations 2008,

“ordinary resolution” has the meaning set out in Section 282 CA2006

“participate”, in relation to a directors’ meeting, has the meaning set out in article 11,

“proxy notice” has the meaning set out in article 38,

“relevant director” means any director or former director of the Company,

“relevant loss” means any costs, charges, losses, expenses and liabilities which have been or may be incurred by a relevant director, secretary or other officer in the actual or purported execution or discharge of his duties or in the actual or purported exercise of his powers in relation to the affairs of the Company,

“special resolution” has the meaning set out in Section 283 CA2006,

“subsidiary” has the meaning set out in Section 1159 CA2006,

“subsidiary undertaking” has the meaning set out in Section 1162 CA2006,

“unit” means any freehold commercial unit, any freehold unit, any leasehold commercial unit and any leasehold unit comprised in any property held, managed or administered by the Company,

“unitholder” means

- (a) (in the case of a leasehold unit or a leasehold commercial unit) the person or persons (other than the Company) who shall be the tenant for the time being under a long lease of more than 7 years of that unit, or
- (b) (in the case of a freehold unit or a freehold commercial unit) the person or persons (other than the Company) who holds the freehold of that unit, and

so that whenever two or more persons are for the time being joint unitholders of a unit they shall for all purposes of these articles be deemed to constitute one unitholder provided that (for the avoidance of doubt) a person or persons occupying a unit by way of a periodic tenancy (including an assured or assured shorthold tenancy) shall not be a unitholder,

“working day” has the meaning set out in Section 1173 CA2006

1 2 Unless the context otherwise requires (or unless otherwise defined or stated in these articles), other words or expressions contained in these articles bear the same meaning as in CA2006 as in force at the date when these articles become binding on the Company

1 3 The Model Articles shall not apply to the Company and these articles shall be the articles of association of the Company (to the exclusion of any other regulations set out in any statute, statutory instrument or other subordinate legislation in force from time to time)

2. Objects

The objects of the Company are restricted to

2 1 acquiring, holding, managing and administering the Managed Property either on its own account or as trustee, nominee or agent of any other company or person,

2 2 acquiring and dealing with and taking options over any property, real or personal, including the Managed Property, and any rights or privileges or any kind over or in respect of any property, and to improving, developing, selling, leasing, accepting, surrendering or disposing of or otherwise dealing with all or any part of such property and any and all rights of the Company therein or thereto,

- 2 3 collecting all rents, charges and other income and to paying any rates, taxes, charges, duties, levies, assessments or other outgoings of whatsoever nature charged, assess, or imposed on or in respect of the Managed Property or any part of it,
- 2 4 providing services of every description in relation to the Managed Property and to maintaining, repairing, renewing, redecorating, repairing, cleaning, constructing, altering and adding to the Managed Property and to arranging for the supply to it of services and amenities and the maintenance of the same and the cultivation, maintenance, landscaping and planting of any land, gardens and grounds comprised in the Managed Property and to entering into contracts with builders, tenants, contractors, managing agents and others and to employing appropriate staff and managing or other agents accordingly,
- 2 5 insuring the Managed Property or any other property of the Company or in which it has an interest against damage or destruction and all such other risks as may be considered necessary, appropriate or desirable and to insuring the Company against public liability and any other risks which it may consider prudent or desirable to insure against,
- 2 6 establishing and maintaining 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 requiring the members of the Company to contribute towards such reserves or funds at such time, in such amounts and in such manner as the Company may think fit and to investing and dealing in and with such moneys not immediately required in such manners as may from time to time be determined, and
- 2 7 any other things as are incidental or conducive to the attainment of all of the objects set out in this article 2 or any of them

3. Liability of Members and Share Capital

The liability of each member is limited to £1 for each Ordinary share held, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up which 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 winding up, and
- (c) adjustment of the rights of the contributories among themselves

PART 2

Directors and Secretary – Directors' powers and responsibilities

4. Directors' general authority

Subject to these articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company. The directors have authority to exercise any powers of the Company which are necessary/incidental to the promotion of any or all of the objects of the Company set out at article 2

5. Members' reserve power

5 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action

5 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

6. Directors may delegate

6 1 Subject to these articles, the directors may delegate any of the powers which are conferred on them under these articles

(a) to such person or committee,

(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 (including whether any such delegation shall be made either collaterally with or to the exclusion of the powers otherwise conferred on the directors under these articles)

6 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

6 3 The directors may revoke any delegation in whole or in part, or alter its terms and conditions

7. Committees

7 1 Committees to which the directors delegate any of their powers may consist of one or more co-opted persons other than directors on whom voting rights may be conferred as members of the committee, provided that the number of co-opted members of the committee shall be less than one-half of the total number of members of the committee and so that no resolution of the committee shall be effective unless a majority of the members of the committee voting on the resolution are directors

7 2 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 these articles which govern the taking of decisions by directors

7 3 Directors may make rules of procedure for all or any committees which prevail over rules derived from these articles if they are not consistent with them

8. Directors to take decisions collectively

8 1 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 9

8 2 If

(a) the Company has only one director for the time being, and

(b) no provision of these articles requires it to have more than one director,

save as provided otherwise in these articles, the general rule does not apply, and the director may (only for so long as he remains the sole director) take decisions without regard to any of the provisions of these articles relating to directors' decision-taking

9. Unanimous decisions

- 9 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
- 9 2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing
- 9 3 A decision may not be taken in accordance with this article 9 if the eligible directors would not have formed a quorum at a directors' meeting held to discuss the matter in question

10. Calling a directors' meeting

- 10 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
- 10 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 participated in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 10 3 Save as otherwise provided in these articles, notice of a directors' meeting must be given to each director, but need not be in writing
- 10 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

11. Participation in directors' meetings

- 11 1 Subject to these 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 these articles, and
 - (b) they can each communicate orally, including by means of telephone, video conference or other audio or audio-visual link to the others any information or opinions they have on any particular item of the business of the meeting
- 11 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, provided that all persons participating in the meeting can hear each other

- 11 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

12. Quorum for directors' meetings

- 12 1 At a directors' meeting, unless a quorum is participating, no proposal is voted on, except a proposal to call another meeting
- 12 2 Subject to Section 175(6) CA2006, the quorum for directors' meetings may be fixed from time to time by a decision of the directors, and unless otherwise so fixed it shall (save as provided in article 12 3 or any other provision of these articles) be two
- 12 3 In relation to any meeting (or part of any meeting) held pursuant to article 15, if, at the relevant time, the Company has only one director other than the conflicted director, the quorum for such meeting (or the part therefore dealing with the authorisation pursuant to article 15) shall be one eligible director
- 12 4 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 members to appoint further directors

13. Chairing of directors' meetings

- 13 1 The directors may appoint a director to chair their meetings
- 13 2 The person so appointed for the time being is known as the chairman
- 13 3 The directors may terminate the chairman's appointment at any time
- 13 4 If the chairman is unwilling to chair a director's meeting or is not participating in a directors' meeting within ten minutes of the time at which it was to start, or if any time during the meeting, the chairman ceases to be a participating director, the participating directors must appoint one of themselves to chair it (or chair such part of it in relation to which the chairman ceases to be a participated director, as the case may be)

14. Casting vote

- 14 1 Subject to article 14 2, if, at a meeting of the directors, the numbers of votes for and against a proposal are equal, the chairman or other director appointed to chair the meeting pursuant to article 13 4 shall have a casting vote
- 14 2 At a meeting of the directors (or any part thereof), the chairman or other director appointed to chair the meeting pursuant to article 13 4 shall not have a casting vote in respect of any proposal where the numbers of votes for and against are equal if, in relation to such proposal, such chairman or other director appointed to chair the meeting is not an eligible director

15. Authorisation of conflicts of interest

- 15 1 Subject to and in accordance with CA2006
- (a) the directors may authorise any matter or situation in which a director ("**conflicted director**") has, or can have, a direct or indirect interest that conflicts, or possibly may

conflict, with the interests of the Company and for this purpose a conflict of interest includes a conflict of interest and a conflict of duties (“**conflict situation**”),

- (b) any authorisation given in accordance with this article 15
 - (i) may be made on such terms and subject to such conditions and/or limitations as the directors may, in their absolute discretion, determine and such terms, conditions and/or limitations may be imposed at the time or after the authorisation and may subsequently varied or terminated, and
 - (ii) shall be effective only if any requirement as to the quorum at any meeting of the directors at which the matter is considered is met without counting either the conflicted director or any other interested director and the matter or situation was agreed to and any relevant resolution was passed without counting the votes of the conflicted director and without counting the votes of any other interested director, and
- (c) in considering any request for authorisation in respect of a conflict situation, the directors shall be entitled to exclude the conflicted director from any meeting or other discussion concerning the authorisation of such conflict situation

15 2 If any conflict situation is authorised or otherwise permitted under these articles, the conflicted director (for so long as he reasonably believes such conflict situation subsists)

- (a) shall be entitled to attend or absent himself from all or any meetings of the directors (or any committee) at which anything relating to such conflict situation will or may be discussed, and
- (b) shall be entitled to make such arrangements as he thinks fit to receive or not to receive documents or information relating to any such conflict situation

and in so doing, such conflicted director shall not be in breach of any general duty he owes to the Company pursuant to Sections 171 to 177 CA 2006

15 3 For the purposes of this article 15, an interest of a person who is, for any purpose of the CA2006, connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointer shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise

16. Directors may have interests and vote and count for quorum

16 1 Provided permitted by the Acts, and provided he has disclosed to the other directors the nature and extent of his interest pursuant to Section 177 or 182 CA 2006, or otherwise pursuant to these articles (as the case may be), a director, notwithstanding his office

- (a) may be a party to, or otherwise directly or indirectly interested in any contract, arrangement, transaction or proposal with the Company or in which the Company is otherwise interested and may hold any other office or position of profit under the Company in addition to the office of director and may act by himself or through his firm in a professional capacity for the Company and in any such case on such terms as to remuneration and otherwise as the directors may arrange either in addition to or in lieu of any remuneration provided for by any other article,
- (b) may be a member, director or other officer of, or employed by, or hold any other office or position with, or be directly or indirectly interested in any contract, arrangement,

transaction or proposal with, or a party to or otherwise directly or indirectly interested in any subsidiary and subsidiary undertaking of the Company or any other body corporate in which the Company is interested

(c) shall not, by reason of his office, be liable to account to the Company for any dividend, profit, remuneration, or other benefit which he derives from

(i) any matter, office, employment or position with relates to a conflict situation authorised in accordance with article 15, or

(ii) any office, employment, contract, arrangement, transaction or proposal or other interest permitted pursuant to this article

and no contract, arrangement, transaction or proposal shall be avoided on the grounds of any director having any such interest or receiving any such dividend, profit, remuneration or other payment or benefit authorised in accordance with article 15 or permitted pursuant to this article

16 2 Subject to Section 175(6) CA2006 and article 15 above, and save as otherwise provided in these articles, a director may vote at any meeting of the directors or any meeting of any committee of which he is a member on any resolution and a director may participate in the transaction of the business of the directors and count in the quorum at any such meeting of the directors or meeting of any committee of which he is a member notwithstanding that it concerns or relates in any way to a matter in which he has directly or indirectly any kind of interest or duty

16 3 Subject to article 16 4, 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

16 4 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 participated in the meeting (or that part of the meeting) for voting or quorum purposes

17. 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 records, of every unanimous or majority decision taken by the directors. Notwithstanding the provisions of article 8, where the Company only has one director, the provisions of this article 17 shall apply to any decision taken by such director, howsoever taken by him

18. Directors' discretion to make further rules

Subject to these articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

19. Methods of appointing directors

19 1 A person who is deemed appointed as a first director of the Company on incorporation pursuant to Section 16(6) CA2006 shall have the right to appoint any person as a director, and any such person so appointed has the same power to appoint any person to become a director as if he himself had been a first director of the Company

- 19 2 Save for persons who are deemed to have been appointed as the first directors of the Company on incorporation pursuant to Section 16(6) CA2006, and any persons who may be appointed by such directors or persons appointed by them under article 19 1 as additional directors, no person who is not a member of the Company or a corporate representative of a member is eligible to hold office as a director
- 19 3 Any member or corporate representative of a member 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
- 19 4 In any case where, as a result of death or bankruptcy, the Company has no members and no directors, the personal representatives or trustee in bankruptcy of the last member to have died or to have had a bankruptcy order made against him, as the case may be, shall have the right, by notice in writing to the Company, to appoint any one person to be a director provided such person is a natural person in accordance with Section 155 CA2006 and provided such person is willing to be so appointed and is otherwise permitted by law to be a director of the Company
- 19 5 For the purposes of article 19 4, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

20. Termination of directors' appointment

- 20 1 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 CA2006 or is prohibited from being a director by law, or
 - (b) a bankruptcy order is made against that person, or
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts, or
 - (d) that person has become physically or mentally incapable of acting as a director and may remain so for more than three months, or
 - (e) by reason of that person's mental health, he is admitted to hospital for treatment under any mental health legislation for the time being in force or 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
 - (f) that person resigns from his office as director, or
 - (g) that person has been absent without permission of the directors of the Company from meetings of directors held during a period of more than six consecutive months and the directors make a decision that that person's office be vacated, or
 - (h) he, or the member of which he is the corporate representative, ceases to be a member, provided that this article 20(h) shall not apply to any person who is deemed appointed as a first director of the Company on incorporation or is appointed pursuant to article 19 1

21. Directors' remuneration

21 1 Directors may undertake any services for the Company that the directors decide

21 2 Directors are entitled to such remuneration as the directors determine

(a) for their services to the Company as directors, and

(b) for any other service which they undertake for the Company

(provided that any remuneration for their services to the Company as directors pursuant to article 21 2(a) shall not exceed £10,000 per annum for each director)

21 3 Unless the directors decide otherwise, directors' remuneration accrues from day to day

22. Directors' expenses

22 1 The Company may pay any reasonable expenses which the directors and the company secretary (if any) properly incur in connection with their attendance at (or returning from)

(a) meetings of directors or committees of directors, or

(b) general meetings

or otherwise in connection with the business of the Company, the exercise of their powers and the discharge of their duties and responsibilities in relation to the Company

Alternative directors

23. Appointment and removal of alternates

23 1 Any director (other than an alternate director) ("**appointor**") may appoint as an alternate any other director, or any other person who is willing to act 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
A person (whether or not otherwise a director) may be appointed as an alternate by more than one appointor

23 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors

23 3 The notice must identify the proposed alternate and, in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

24. Rights and responsibilities of alternate directors

24 1 Except where these articles specify otherwise, an alternate director has the same rights in relation to any director's meeting, directors' written resolution or any other directors' decision-making as the alternate's appointor, including, but not limited to, the right to receive notice of

all meetings of directors and all meetings of committees of directors of which his appointor is a member

24 2 Except as these 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

24 3 A person who is an alternate director but not otherwise a director

- (a) may be counted as participating for the purposes of determining whether a quorum is participated (but only if that person's appointor is not participating, and
- (b) may participate in a unanimous decision of the directors (but only if that person's appointor is an eligible director in respect of such decisions and only if that person's appointor does not participate)

provided that (notwithstanding any other provision of these articles) such person shall not be counted as more than one director for the purposes of paragraphs (a) and (b) above

24 4 A director who is also an alternate for one or more directors is entitled, in the absence of the relevant appointor, to a separate vote on behalf of each appointor in addition to his own vote on any decision of the directors (provided the relevant appointor is an eligible 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

24 5 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company. Notwithstanding any other provision of these articles, an alternate director shall not be entitled to vote on any resolution relating to the remuneration of an alternate director (whether himself or others)

25. Termination of alternate directorship

An alternate director's appointment as an alternate 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's appointor ceases to be a director for any reason

26. Secretary

The directors may appoint any person who is willing to act as the secretary of the Company on such terms (including, but not limited to, term of office and remuneration) and subject to such conditions as they may think fit and from time to time remove such person and, if the directors determine, appoint a replacement secretary of the Company, in each case by a decision of the directors

PART 3

Members – Becoming and ceasing to be a member

27. Applications for membership

27 1 The subscribers to the Memorandum of Association of the Company shall be duly registered as the first members of the Company. A subscriber may transfer any shares subscribed by him to a person nominated by him in writing to succeed him as a member and any such person (other than a unitholder) so nominated shall have the same power to transfer the shares as if he himself had been the subscriber. Personal representatives of a deceased subscriber or of any successor so nominated by him shall have the same rights of transfer

27 2 Save as aforesaid, no share shall be allotted or transferred to any person who is not a unitholder. A unitholder shall not be entitled to dispose of his shareholding in the Company while holding, whether alone or jointly with others, a legal estate in any unit

27 3 Subject as provided above, the Directors of the Company are generally and unconditionally authorised for the purposes of the Companies Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of Fourteen Pounds at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may, at any time, be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting

27 4 The directors shall approve for membership

- (a) any nomination made pursuant to article 27 1, and
- (b) any application duly completed by a unitholder, and
- (c) any mortgagee in possession who has complied with the requirements of article 27 2

27 5 If a member dies or is adjudged bankrupt, his legal personal representative or representatives or his trustee in bankruptcy shall be entitled to be registered as a member of the Company provided he or they shall for the time being be a unitholder

28. Transfers of shares

28 1 A unitholder shall not be entitled to dispose of his shareholding in the Company while holding, whether alone or jointly with others, a legal estate in any unit

28 2 If any member of the Company who is a unitholder parts with all interest in the unit or units held by him he shall transfer his shareholding in the Company to the person or persons who become the unitholder of his unit or units

- 28 3 The price to be paid on the transfer of every share under this article 28 shall be its nominal value
- 28 4 If the holder of a share in the capital of the Company refuses or neglects to transfer it in accordance with this article 28, one of the Directors, duly nominated for that purpose by a resolution of the Board of Directors, shall be the attorney of such shareholder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to have been transferred hereunder and the Company may give a good discharge for the purchase money and enter the name of the transferees of the said share in the register of members of the Company as the holder of that share
- 28 5 If a member shall die or be adjudged bankrupt, his personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member of the company provided he or they shall for the time being be the unitholder of the unit formerly held by such deceased or bankrupt member
- 28 6 The Directors may refuse to register any transfer of shares in the case of any such transfer being made in contravention of the provisions of this article 28 but otherwise shall have no power to refuse to register a transfer
- 28 3 The subscribers to the Memorandum of Association and any person becoming a member as a result of a nomination under article 27 1 shall, if not himself a unitholder, transfer his shareholding in the Company to the unitholders who acquire the last two units in the Development

PART 4

Decision-making by members – Organisation of General Meetings

29. Notice of general meetings

- 29 1 A general meeting of the Company (other than an adjourned meeting) shall be called by notice of at least 14 clear days (that is, excluding the date on which the notice is given and the date on which that 14 day period expires) 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 percent of the total voting rights at that meeting of all the members
- 29 2 Every notice convening a general meeting shall specify
- (a) the time, the place and the date of the meeting,
 - (b) the general nature of the business to be dealt with at the meeting,
 - (c) if the meeting is convened to consider a special resolution, the text of the resolution and intention to propose the resolution as a special resolution, and
 - (d) with reasonable prominence, that a member is entitled to appoint another person (who does not have to be a member) as his proxy to exercise all or any rights of his to attend, speak and vote at the meeting

29 3 The notice shall be given to the members (other than any who under the provisions of these articles are not entitled to receive notice from the Company), to the directors and to the auditors and if more than one for the time being, to each of them

29 4 Subject to the provisions of these articles, notice of a general meeting of the Company may be given in hard copy form or in electronic form and the provisions of article 44 shall apply accordingly

29 5 The accidental failure to give notice of general meeting or, in cases where it is intended that it be sent out with the notice, an instrument of proxy, or to give notice of a resolution intended to be moved at a general meeting to, or the non-receipt of them by, any person or persons entitled to receive the same shall not invalidate the proceedings at that meeting and shall be disregarded for the purpose of determining whether the notice of the meeting, instrument of proxy or resolution were duly given

30. Attendance and speaking at general meetings

30 1 A person is able to exercise the right to speak at a general meeting when that person in 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

30 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

30 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

30 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

30 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

31. Quorum for general meetings

31 1 No business, other than the appointment of the chairman of the meeting, is to be transacted at a general meeting unless the persons attending it constitute a quorum when the meeting proceeds to business

31 2 Whenever the Company has only one member, the member present (being an individual) in person or by proxy or (being a corporation) by a duly authorised representative or by proxy shall be a quorum Subject to the provisions of Section 318(2) CA2006, whenever the Company has two or more members, two persons entitled to vote upon the business to be transacted (each being a member (being an individual) present in person or by proxy, or (being a corporation) present by a duly authorised representative or by proxy) shall be a quorum

32 Chairing general meetings

32 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

32 2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which the meeting was due to start

(a) the directors present, or

(b) (if no directors are present) the meeting

must appoint a director or member (which may include any proxy appointed by a member) to chair the meeting and the appointment of the chairman of the meeting must be the first business of the meeting

32 3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”

33. Attendance and speaking by directors and non-members

33 1 Directors may attend and speak at general meetings, whether or not they are members

33 2 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting

34. Adjournment

34 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

34 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

34 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

34 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 to be 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

34 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

34 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

34 7 If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, or if, during the meeting, a quorum ceases to be present, the meeting shall be dissolved

35. Voting: general

35 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles

35 2 Subject to article 35 3 below, on a resolution on a show of hands at a general meeting or on a poll taken at a meeting, each member (whether present in person, by proxy or by authorised representative) has one vote in respect of each unit in which that member has a freehold or leasehold interest

35 3 If and for so long as the unitholders do not exist in respect of every unit, those members who are subscribers to the Memorandum of Association or who become members as a result of having been nominated under article 27 1, or if there is only one such member or person nominated under article 27 1 above, that member, shall, either jointly if there is more than one such member, or alone, if there is only one such member, have, on a resolution on a show of hands at a general meeting or on a poll taken at a general meeting, fourteen votes in respect of every unit in addition to any vote or votes they may have as members

36. Errors and disputes

36 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

36 2 Any such objection must be referred to the chairman of the meeting whose decision is final and conclusive

37. Demanding a poll and procedure on a poll

37 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, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

37 2 A poll may be demanded by

(a) the chairman of the meeting, or

(b) the directors, or

- (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 members having a right to vote on the resolution

37 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

and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

37 3 Polls must be taken immediately and in such manner as the chairman of the meeting directs

38. Content of proxy notices

38 1 Proxies may only validly be appointed by a notice in writing ("**proxy notice**") which

- (a) states the name and address of the member appointing the proxy,
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (d) is delivered to the Company in accordance with these articles and any instructions contained in the notice of general meeting to which they relate

38 2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

38 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

38 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 at which it relates as well as the meeting itself

39. Delivery of proxy notices

39 1 The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed shall be sent or supplied in hard copy form or (subject to any conditions which the directors may specify) in electronic form

- (a) to the registered office of the Company, or

- (b) to such other address (including electronic address) as is specified in the notice convening the meeting or in any instrument of proxy or any invitation to appoint a proxy sent or supplied by the Company in relation to the meeting, or
- (c) as the directors shall otherwise direct

to be received before the time for the holding of the meeting or adjourned meeting to which it relates or, in the case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the poll

- 39 2 Any instrument of proxy not so sent or supplied or received shall be invalid unless the directors at any time prior to the meeting, or the chairman of the meeting at the meeting, in their or his absolute discretion, accept as valid an instrument of proxy where there has not been compliance with the provisions of this article and such proxy shall thereupon be valid notwithstanding such default
- 39 3 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
- 39 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

40. Revocation of Proxy

- 40 1 The validity of
 - (a) a vote given or poll demanded in accordance with the terms of an appointment of a proxy, or
 - (b) anything done by a proxy acting as duly appointed chairman of a meeting, or
 - (c) any decision determining whether a proxy counts in a quorum at a meeting

shall not be affected notwithstanding the death or mental disorder of the appointor or the revocation of the appointment of the proxy (or of the authority under which the appointment of the proxy was executed) unless notice in writing of such death, mental disorder or revocation shall have been

- (i) sent or supplied to the Company or any other person as the Company may require in the notice of the meeting, any instrument of proxy sent out by the Company in relation to the meeting or in any invitation to appoint a proxy issued by the Company in relation to the meeting, in any manner permitted for the sending or supplying of appointments of proxy pursuant to these articles, and
- (ii) received at the registered office of the Company (or such other address (including electronic address) as has been designated for the sending or supplying of appointments of proxy) before the time for the holding of the meeting or adjourned meeting to which it relates or, in the case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the poll

41. Votes of proxies

- 41 1 The Company shall be under no obligation to ensure or otherwise verify that any votes cast by a proxy are done so in accordance with any such instructions given by the member by whom such proxy is appointed. In the event that a vote cast by such proxy is not done so in accordance with the instructions of the member by whom such proxy is appointed, such vote shall not be deemed to be invalid.
- 41 2 On a vote on a resolution on a show of hands, where a proxy is appointed by more than one member (provided that, where some only of those members by whom the proxy is appointed instruct the proxy to vote in a particular way, those members all instruct such proxy to vote in the same way on a resolution (either "for" or "against")) such proxy shall be entitled to cast a second vote the other way in relation to any discretionary vote(s) given to him by other members by whom such proxy is appointed.

42. Amendments to resolutions

- 42 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.
- 42 2 A special resolution 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.
- 42 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.

43. Written resolution of members

- 43 1 A written resolution proposed in accordance with the provisions of Chapter 2 of Part 13 CA 2006 shall lapse if it is not passed before the period of 28 days beginning with the circulation date (as such is construed pursuant to Section 290 CA2006).
- 43 2 Subject to article 43 3, on a written resolution, each member has one vote in respect of each unit in which that member has a freehold or leasehold interest.
- 43 3 If and for so long as unitholders do not exist in respect of every unit, those members who are subscribers to the Memorandum of Association or who become members as a result of having been nominated under article 27 1 above or, if there is only one such member or person nominated under article 27 1 above, that member, shall, either jointly if there is more than one such member, or alone, if there is only one such member, have, on a written resolution, fourteen votes in respect of every unit in addition to any vote or votes they may have as members.

PART 5

Administrative Arrangements

44. Company communications

- 44 1 Subject to the provision of the Acts (and save as provided otherwise in these articles), any document or information required or authorised to be sent or supplied by the company to any member to any other person (including a director) pursuant to these articles, the Companies Acts or any other rules or regulations to which the Company may be subject, may be sent or supplied in hard copy form or in electronic form or in any other way in which documents or information may be sent or supplied by the Company pursuant to the Companies Acts
- 44 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
- 44 3 The Company may send or supply any document or information to a member or any person (including a director) pursuant to these articles, the Companies Acts or any other rules or regulations to which the Company may be subject, either personally, or by post in a prepaid envelope address to the member (or such other person) at his registered address or at his address for service, or by leaving it at that address or any other address for the time being notified to the Company by the member (or such other person) for the purpose, or by sending or supplying it using electronic means to an electronic address for the time being noticed o the Company by the member (or such other person) for the purpose
- 44 4 A member whose registered address is not within the United Kingdom and who gives the Company an address within the United Kingdom to which documents or information may be sent or supplied to him or gives an electronic address to which documents or information may be sent or supplied using electronic means, shall be entitled to have documents or information sent or supplied to him at that address, but otherwise no such member shall be entitled to receive any document or information from the Company
- 44 5 Any member present, in person or by proxy, at any meeting of the Company, shall be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was called
- 44 6 Save as provided otherwise in these articles, any document or information addressed to a member (or other person to whom such document or information is required or authorised to be sent pursuant to these articles, the Companies Acts or otherwise) at his registered address or address for service (in the case of a member, in the United Kingdom) or electronic address as the case may be shall
- (a) if hand delivered or left at a registered address or other address for service (in the case of a member in the United Kingdom) be deemed to have been served or delivered on the day on which it was so delivered or left,
 - (b) if sent or supplied by post (whether in hard copy form or in electronic form) be deemed to have been received at the expiration of 24 hours after the envelope was posted,
 - (c) if sent or supplied by electronic means (other than by a website) be deemed to have been received (if sent or supplied between the hours of 9 am and 5 pm on a working day) at the time it was sent or (if sent or supplied at any other time) at 9 am on the next following working day

- 44 7 In calculating a period of hours for the purpose of article 44 6, no account shall be taken of any part of a day that is not a working day
- 44 8 Subject to article 44 5, in proving such service or delivery it shall be sufficient to prove that the envelope containing the document or information was properly addressed and put into the post in a prepaid envelope
- 44 9 The Company shall not be held responsible for any failure in transmission beyond its reasonable control and the provisions of this article 44 shall apply regardless of any document or information being returned undelivered and regardless of any delivery failure notification or "out of office" or other similar response and any such "out of office" or other similar response shall not be considered to be a delivery failure

45. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member

46. Indemnity and funds

- 46 1 Subject to article 46 2 (but otherwise to the fullest extent permitted by law) and without prejudice to any indemnity to which he may otherwise be entitled

- (a) a relevant director, secretary or other officer of the Company may, at the discretion of the directors, be indemnified out of the Company's assets against all or any part of any costs, charges, losses, expenses and liabilities incurred by that director, secretary or other officer in the actual or purported exercise of his powers in relation to the affairs of the Company, and
- (b) a relevant director, secretary or other officer of the Company may, at the discretion of the directors, be provided with funds to meet any expenditure incurred or to be incurred by him as provided in Section 205 and/or Section 206 CA 2006 (or enable him to avoid incurring any such expenses)

- 46 2 This article does not authorise any indemnity or provision of funds which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

47. Insurance

Subject to the provisions of the CA2006, the directors may in their absolute discretion decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director, secretary or other officer (other than any person engaged as auditor) of the Company in respect of all or any part of any relevant loss

48. Rules

- 48 1 The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating

- (a) the conduct of members of the Company in relation to one another, and to the Company's officers and employees,

- (b) the setting aside of the whole or any part or parts of any property managed or administered by the Company at any particular time or times or for any particular purpose or purposes,
- (c) the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these articles, and
- (d) any and all other matters as are commonly the subject matter of company rules

48 2 Any rules made by the directors under this article will be valid and binding as against all members of the Company for so long as such rules are in force

48 3 The Company in general meeting may alter or repeal any rules made by the directors in accordance with this article

48 4 Nothing in this article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these articles or in any resolution passed by members of the Company or agreement to which Chapter 3 or Part 3 of CA2006 applies