



FILE COPY

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

Company Number **10842273**

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

BROOK PARK RESIDENTS SOCIETY LIMITED

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

Given at Companies House on **29th June 2017**



N10842273E



Companies House



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

IN01

Application to register a company



Companies House

711 902 40

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

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

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

For further information, please
refer to our guidance at
www.gov.uk/companieshouse



MONDAY

Part 1 Company details

A1	Company name	<p>→ Filling in this form Please complete in typescript or in bold black capitals.</p> <p>All fields are mandatory unless specified or indicated by *</p> <p>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</p>
	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	BROOK PARK RESIDENTS SOCIETY LIMITED	
For official use		

A2	Company name restrictions ②	<p>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</p>
	<p>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.</p> <p><input type="checkbox"/> 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.</p>	

A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' ③	<p>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</p>
	<p>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.</p> <p><input type="checkbox"/> 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.</p>	

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 ¹

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

¹ 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	10A
Street	Brooklands Park
Post town	London
County/Region	
Postcode	S E 3 9 B L

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 <input type="checkbox"/> Private limited by guarantee <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 <input type="checkbox"/> Private limited by guarantee <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.
	<input type="checkbox"/>

③ Restricted company articles
Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse

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 ①

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

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 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	① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
	Please use this section to list all the corporate secretary appointments taken on formation.	
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

C2	Location of the registry of the corporate body or firm
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only

C3	EEA companies ②	② EEA A full list of countries of the EEA can be found in our guidance. www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③		
Registration number		

C4	Non-EEA companies	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.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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)	Robert James
Surname	Beiley
Former name(s) ²	
Country/State of residence ³	United Kingdom
Nationality	British
Month/year of birth ⁴	X X 1 0 1 9 7 3
Business occupation (if any) ⁵	Solicitor

1 Appointments

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

2 Former name(s)

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

3 Country/State of residence

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

4 Month and year of birth

Please provide month and year only.

5 Business occupation

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

Additional appointments

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

D2**Director's service address ⁶**

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

Building name/number	3
Street	Bunhill Row
Post town	London
County/Region	
Postcode	E C 1 Y 8 Y Z
Country	

6 Service address

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

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

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

IN01

Application to register a company

Director**D1****Director appointments ①**

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

Title*	Dr
Full forename(s)	Jeremy Shaw
Surname	Bolton
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X m1 m1 y1 y9 y4 y3
Business occupation (if any) ⑤	

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

Additional appointments

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

D2**Director's service address ⑥**

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

Building name/number	4
Street	Brooklands Park
Post town	London
County/Region	
Postcode	S E 3 9 B L
Country	

⑥ Service address

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

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

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

IN01

Application to register a company

Corporate director

E1 Corporate director appointments ①		<p>① 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>
Please use this section to list all the corporate directors taken on formation.		
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2 Location of the registry of the corporate body or firm		
Is the corporate director registered within the European Economic Area (EEA)?		
→ Yes Complete Section E3 only		
→ No Complete Section E4 only		
E3 EEA companies ②		
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		<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 ③		
Registration number		
E4 Non-EEA companies		
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		<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		
If applicable, the registration number		

IN01 - continuation page

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)	Martin
Surname	Jones
Former name(s) ^②	
Country/State of residence ^③	United Kingdom
Nationality	British
Month/year of birth ^④	X X m1 m2 y1 y9 y4 y6
Business occupation (if any) ^⑤	

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

D2

Director's service address ^⑥

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

Building name/number	40
Street	Blackheath Park
Post town	London
County/Region	
Postcode	S E 3 9 S J
Country	

⑥ Service address

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

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

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

IN01 - continuation page

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*	Mrs	
Full forename(s)	May	
Surname	Maughan	
Former name(s) ^②		
Country/State of residence ^③	United Kingdom	
Nationality	British	
Month/year of birth ^④	X X m0 m5 y1 y9 y5 y2	
Business occupation (if any) ^⑤	Solicitor (retired)	

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.

D2	Director's service address ^⑥	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	
Building name/number	40	
Street	Blackheath Park	
Post town	London	
County/Region		
Postcode	S E 3 9 S J	
Country		

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

IN01

Application to register a company

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

Currency table A

		Totals		

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

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

Prescribed particulars
①

① Prescribed particulars of rights attached to shares

The particulars are:

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

A separate table must be used for each class of share.

Continuation pages

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

IN01

Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

IN01

Application to register a company

F3

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

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

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

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

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** People with significant control (PSC).**G1****Subscribers**

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

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

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

1 Name

Please use capital letters

2 Address

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

3 Amount guaranteed

Any valid currency is permitted.

4 Class of members

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

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) 1	Robert James
Surname 1	Beiley
Address 2	3 Bunhill Row
	London
Postcode	E C 1 Y 8 Y Z
Amount guaranteed 3	£10
Class of member (if applicable) 4	

Subscriber's details

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

IN01

Application to register a company

Subscriber's details

Forename(s) 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

IN01

Application to register a company

Part 5 People with significant control (PSC)

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

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

H1

Statement of initial significant control ^①

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

① Statement of initial significant control

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

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

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

IN01

Application to register a company

Individual PSC

H3

Individual's details

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

① Country/State of residence

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

② Month and year of birth

Please provide month and year only.

Title*	M
Full forename(s)	Robert James
Surname	Beiley
Country/State of residence ①	United Kingdom
Nationality	British
Month/year of birth ②	X X 1 0 1 9 7 3

H4

Individual's service address ①

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

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

Building name/number	3
Street	Bunhill Row
Post town	London
County/Region	
Postcode	E C 1 Y 8 Y Z
Country	

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.

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

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

① Country/State of residence
This is in respect of the usual residential address as stated in section H6.

② Month and year of birth
Please provide month and year only.

Title*

Full forename(s)

Surname

Country/State of residence **①**

Nationality

Month/year of birth **②**

X X

m

m

y

y

y

y

H4

Individual's service address **①**

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

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

Building name/number

Street

Post town

County/Region

Postcode

Country

IN01

Application to register a company

H7

Nature of control for an individual^①

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

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 control^①

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

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

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.

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	<input type="text"/>	
	<input type="text"/>	

J2	Principal office address ①	
Building name/number	<input type="text"/>	① Principal office address This is the address that will appear on the public record.
Street	<input type="text"/>	
	<input type="text"/>	
Post town	<input type="text"/>	
County/Region	<input type="text"/>	
Postcode	<input type="text"/>	
Country	<input type="text"/>	

J3	Legal form and governing law	
Legal form	<input type="text"/>	
	<input type="text"/>	
Governing law	<input type="text"/>	

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

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



X

Subscriber's signature

Signature

X

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

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

Agent's signature

Signature

X

X

**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 **Robert Bailey**

Company name **Trowers & Hamlins LLP**

Address **3 Bunhill Row**

Post town **London**

County/Region

Postcode **E C 1 Y 8 Y Z**

Country

DX

Telephone

**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

Private company limited by guarantee and not having a share capital

Memorandum of association

of

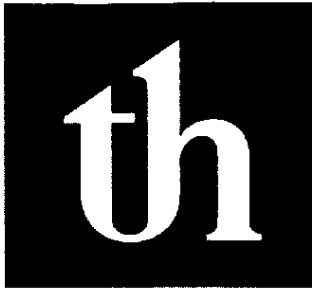
Brook Park Residents Society Limited

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.

Name of each subscriber	Authentication by each subscriber
-------------------------	-----------------------------------

Robert James Bailey	
---------------------	--

Dated 15 JUNE 2017



Brook Park Residents Society Limited

Articles of Association

Trowers & Hamlins LLP
3 Bunhill Row
London
EC1Y 8YZ
t +44 (0)20 7423 8000
f +44 (0)20 7423 8001
www.trowers.com

trowers & hamlins

Articles of Association
Of
Brook Park Residents Society Limited

The Companies Act 2006

A company limited by guarantee and not having a share capital

Part 1 - Interpretation, names, objects and limitation of liability

1 Defined terms

1.1 In the articles, unless the context requires otherwise:

articles means the company's articles of association;

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

chair has the meaning given in article 17;

chair of the meeting has the meaning given in article 30;

Companies Acts means the Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the company;

director means a director of the company;

document includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form has the meaning given in section 1168 of the Companies Act 2006 (the 2006 Act);

member has the meaning given in section 112 of the 2006 Act;

ordinary resolution has the meaning given in section 282 of the 2006 Act;

participate, in relation to a directors' meeting, has the meaning given in article 15;

Premises means the following dwellings:

- (a) 1-13 (odd) Brooklands Park, London SE3 9BN;
- (b) 2-10 (even) and 10a Brooklands Park, London SE3 9BL; and
- (c) 40-44 (even) Blackheath Park, London SE3 9SJ;

proxy notice has the meaning given in article 36;

Scheme of Management means the scheme of management made under Section 19 of the Leasehold Reform Act 1967 that benefits and binds the Premises and the Estate and which the Company is able to enforce against owners of the Premises;

Secretary means a person appointed to be the secretary of the Company from time to time;

special resolution has the meaning given in section 283 of the 2006 Act;

subsidiary has the meaning given in section 1159 of the 2006 Act;

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Name and objects of the Company

- 2 The name of the company is Brook Park Residents Society Limited.
- 3 The registered office of the company will be situated at 10a Brooklands Park, London SE3 9BL.
- 4 The objects for which the company is established are: ✓
 - 4.1 to control and maintain the garage forecourts paths gardens and other parts of and amenities *on the land surrounding and adjoining the Premises and used and enjoyed in common* by the owners and occupiers of the Premises (the **Estate**); and/or
 - 4.2 to lay out maintain repair and replant gardens lawns shrubberies and other amenities on the Estate, to build erect maintain and repair boundary and other walls and fences (other than those which are maintainable by individual owners or occupiers of the Premises), to keep such gardens lawns and shrubberies as aforesaid in good order and condition and properly planted and to replace such plants and shrubs as may die or require replacing; and/or
 - 4.3 to maintain and repair garage forecourts paths lighting installations drainage installations and other amenities on the Estate and to keep the same in good order and condition; and/or
 - 4.4 upholding and enforcing the Scheme of Management.
- 5 These objects shall not be restrictively construed but the widest interpretation shall be given to them. In furtherance of the objects, but not otherwise, the company shall have power to:
 - 5.1 to provide and maintain services and amenities of every description in relation to the Premises;
 - 5.2 to maintain, redecorate, repair, renew, repaint and clean the Premises; and to cultivate, maintain, landscape and plant any gardens, grounds or land comprised in the Premises;
 - 5.3 to enter into contracts with builders, cleaners, contractors, decorators, tenants, or any other person;

- 5.4 to consult and retain any professional advisers;
- 5.5 to pay, remunerate or reward in any way any person supplying goods or services to the company;
- 5.6 to commence, defend, participate in or pursue any application to, or other proceeding before, any court or tribunal of any description;
- 5.7 to insure any property of the company or in which it has an interest and to insure the company and its directors, officers or auditors against public liability and any other risks which it may consider prudent or desirable to insure against;
- 5.8 to collect in or receive monies from any person on account of administration charges, service charges, or other charges in relation to the Premises and to deal with, hold or such monies as may be permitted by law;
- 5.9 to establish, undertake and execute any trusts which may lawfully be, or which are required by law to be, established, executed or undertaken by the company;
- 5.10 to establish and maintain capital reserves, management funds in order to pay, or contribute towards, all costs, fees, and other expenses incurred in the implementation of the company's objects;
- 5.11 subject to any conditions or limitations imposed by the company in general meeting from time to time, and subject to the provision of adequate security and the payment of interest, to advance and lend money or give credit to any person; to enter into guarantees, contracts of indemnity and surety; to receive money on deposit or loan; and to secure or guarantee the payment of any sum of money or the performance of any obligation by any person;
- 5.12 to operate bank accounts and to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, debentures, promissory notes, and other negotiable or transferable instruments;
- 5.13 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company, or to contract with any person to pay such expenses;
- 5.14 to do all things specified for the time being in the articles of association of the company; and
- 5.15 to do all such other lawful things as may be incidental or conducive to the pursuit or attainment of the company's objects.
- 6 The income of the company, from wherever derived, shall be applied solely in promoting the company's objects, and, save on a winding up of the company, no distribution shall be made to its members in cash or otherwise. ✓

Limitation of liability

7 Liability of members

The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for: ✓

- 7.1 payment of the company's debts and liabilities contracted before he ceases to be a member
- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

Part 2 Directors

Directors' powers and responsibilities

8 Directors' general authority

Subject to the 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.

9 Members' reserve power

- 9.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 9.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

10 Directors may delegate

- 10.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - 10.1.1 to such person or committee;
 - 10.1.2 by such means (including by power of attorney);
 - 10.1.3 to such an extent;
 - 10.1.4 in relation to such matters; and
 - 10.1.5 on such terms and conditions,as they think fit.
- 10.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 10.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

11 Committees

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

Decision-making by directors

12 Directors to take decisions collectively

- 12.1 Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 13.

13 Unanimous decisions

- 13.1 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.
- 13.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing or by electronic means.
- 13.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

14 Calling a directors' meeting

- 14.1 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.
- 14.2 Notice of any directors' meeting must indicate:
- 14.2.1 its proposed date and time;
 - 14.2.2 where it is to take place; and
 - 14.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 14.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 14.4 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.

15 Participation in directors' meetings

- 15.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- 15.1.1 the meeting has been called and takes place in accordance with the articles; and
- 15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 15.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 15.3 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.
- 16 **Quorum for directors' meetings**
- 16.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 16.2 The quorum for directors' meetings shall be three.
- 16.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - 16.3.1 to appoint further directors; or
 - 16.3.2 to call a general meeting so as to enable the members to appoint further directors.
- 17 **Chairing of directors' meetings**
- 17.1 The directors may appoint a director to chair their meetings.
- 17.2 The person so appointed for the time being is known as the chair.
- 17.3 The directors may terminate the chair's appointment at any time.
- 17.4 If the chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.
- 18 **Casting vote**
- 18.1 If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote. But this does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 19 **Conflicts of interest**
- 19.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

19.2 But if paragraph 19.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

19.3 This paragraph applies when:

19.3.1 the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

19.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

19.3.3 the director's conflict of interest arises from a permitted cause.

19.4 For the purposes of this article, the following are permitted causes:

19.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

19.4.2 subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

19.4.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

19.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

19.6 Subject to paragraph 19.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.

19.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

20 **Records of decisions to be kept**

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

21 Directors' discretion to make further rules

Subject to the 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.

Appointment of directors

22 Appointing directors

22.1 There shall be a board comprising of between 3 and 8 directors provided that in the event that the number of directors shall consist of fewer than 3 then the remaining directors shall use reasonable endeavours to appoint further directors and may act notwithstanding this Article.

22.2 Any person who is an owner of the Premises and who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

22.2.1 by ordinary resolution; or

22.2.2 by a decision of the directors.

23 Termination of director's appointment

A person ceases to be a director as soon as:

23.1 that person ceases to be a director by virtue of any provision of the Companies Acts 2006 or is prohibited from being a director by law;

23.2 a bankruptcy order is made against that person;

23.3 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

23.4 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

23.5 they cease to be an owner of the Premises.

24 Directors' remuneration

The directors shall not be entitled to any remuneration.

25 Directors' expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at meetings of directors or committees of directors, general meetings, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

Part 3 Becoming and ceasing to be a member

26 *Becoming a member*

- 26.1 *The Eligible Owners from time to time shall be entitled to the members of the Company by notice in writing to the Secretary. The directors shall, upon being satisfied as to a person's application and entitlement to membership, register such person as a member of the company. No other person or body shall be admitted as a member of the Company.*
- 26.2 *In the case of an Eligible Owner being more than one person, the persons owning the relevant Premises may hold membership jointly. Those persons may nominate one of their number to receive notice and vote at general meetings of the Company and the first named will be assumed to be intended to receive them in the absence of a nomination.*
- 26.3 *The Company will enter the name and any other necessary particulars of the person who was admitted to membership in its register of members.*

27 *Ceasing to be a member*

- 27.1 *A member shall cease to be a member if:*
- 27.1.1 *he/she/they ceases to be an Eligible Owner for any reason; or*
- 27.1.2 *by notice of resignation in writing to the Secretary (such resignation to take effect on receipt by the Secretary or such other date as may be set out in the notice).*
- 27.2 *When a person ceases being a member of the Company his/her membership shall be cancelled.*

Part 4 Decision-making by members

Organisation of general meetings

28 *Attendance and speaking at general meetings*

- 28.1 *A person need not be physically present at a general meeting of the Company but to be present must be able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.*
- 28.2 *A person is able to exercise the right to vote at a general meeting when:*
- 28.2.1 *that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and*
- 28.2.2 *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.*
- 28.3 *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.*

29 **Quorum for general meetings**

29.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum as set out at 29.2.

29.2 The quorum for the meeting shall be 20 per cent of the members of the company entitled to vote upon the business to be transacted present in person or by proxy.

30 **Chairing general meetings**

30.1 If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.

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

30.2.1 the directors present; or

30.2.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

30.3 The person chairing a meeting in accordance with this article is referred to as *the chair of the meeting*.

31 **Attendance and speaking by non-members**

31.1 The chair of the meeting may permit persons who are not members of the company to attend and speak at a general meeting.

32 **Adjournment**

32.1 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 chair of the meeting must adjourn it.

32.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

32.2.1 the meeting consents to an adjournment; or

32.2.2 it appears to the chair 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.

32.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

32.4 When adjourning a general meeting, the chair of the meeting must:

32.4.1 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

- 32.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5 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)—
 - 32.5.1 to the same persons to whom notice of the company's general meetings is required to be given; and
 - 32.5.2 containing the same information which such notice is required to contain.
- 32.6 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.

Voting at general meetings

33 Voting: general

- 33.1 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 the articles. ✓
- 33.2 If a poll is duly demanded in accordance with the articles, then one vote shall be available to be cast by each member subject always to article 26.2

34 Errors and disputes

- 34.1 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.
- 34.2 Any such objection must be referred to the chair of the meeting whose decision is final.

35 Poll votes

- 35.1 A poll on a resolution may be demanded:
 - 35.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 35.1.2 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.
- 35.2 A poll may be demanded by:
 - 35.2.1 the chair of the meeting;
 - 35.2.2 the directors; or
 - 35.2.3 two or more persons having the right to vote on the resolution.
- 35.3 A demand for a poll may be withdrawn if:
 - 35.3.1 the poll has not yet been taken, and

- 35.3.2 the chair of the meeting consents to the withdrawal.
- 35.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.
- 36 **Content of proxy notices**
- 36.1 Proxies may only validly be appointed by a notice in writing (a proxy notice) which:
- 36.1.1 states the name and address of the member appointing the proxy;
 - 36.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 36.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 36.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 36.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 36.3 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.
- 36.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 36.4.1 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
 - 36.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 37 **Delivery of proxy notices**
- 37.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 37.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 37.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 37.4 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.

38 Amendments to resolutions

- 38.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 38.2 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 chair of the meeting may determine); and
- 38.3 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 38.4 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 38.4.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 38.4.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 38.5 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Part 5 Administrative Arrangements

39 Means of communication to be used

- 39.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorised or required by any provision of those Acts to be sent or supplied by or to the company.
- 39.2 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.
- 39.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

40 Company seals

- 40.1 Any common seal may only be used by the authority of the directors.
- 40.2 The directors may decide by what means and in what form any common seal is to be used.
- 40.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

- 40.4 For the purposes of this article, an authorised person is:
- 40.4.1 any director of the company;
 - 40.4.2 the company secretary (if any); or
 - 40.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

41 Inspection and copying of accounts and other records

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

42 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Part 6 Directors' Indemnity And Insurance

43 Indemnity

- 43.1 Subject to paragraph 43.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against:
- 43.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
 - 43.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
 - 43.1.3 any other liability incurred by that director as an officer of the company or an associated company.
- 43.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 43.3 In this article:

43.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

43.3.2 a relevant director means any director or former director of the company or an associated company.

44 **Insurance**

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

44.2 In this article:

44.2.1 a relevant director means any director or former director of the company or an associated company

44.2.2 a relevant loss means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

44.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.