



FILE COPY

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

Company Number 11067170

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

STOATES MILL MANAGEMENT LTD

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 **16th November 2017**



N11067170A



Companies House



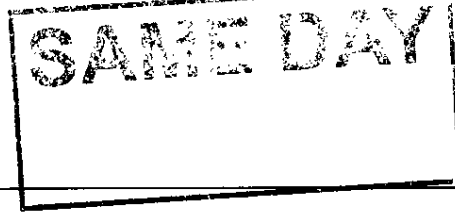
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company

001214/100

laserform



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. If you
use this form if any individual is
with significant control over the company
or has applied for protection from creditors
having their details disclosed to the
public register. Contact Companies House
on 0303 1234 567 for more information or
separate form.

THURSDAY
SA



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Part 1 Company details

A1	Company name	→ Filing 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
	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	Stoates Mill Management Ltd	
For official use	110671710	

A2	Company name restrictions ②	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
	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. <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.	

A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' ③	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
	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. <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.	

IN01

Application to register a company

A4

Company type ①

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.

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Application to register a company

A7**Registered office address ①**

Please give the registered office address of your company.

Building name/number Haydon Barn

Street Haydon

Post town Taunton

County/Region Somerset

Postcode T A 3 5 A B

① Registered office address

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

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

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

A8**Articles of association ②**

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box.

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box.

- ☐ Private limited by shares
☒ Private limited by guarantee
☐ Public company

Option 3

☐ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

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

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	
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

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

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

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

Registered or principal address

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

C2 Location of the registry of the corporate body or firm

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

→ Yes Complete **Section C3 only**

→ No Complete **Section C4 only**

C3 EEA companies ②

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

Where the company/firm is registered ③

Registration number

② EEA

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

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

C4 Non-EEA companies

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

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

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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)	Klaus
Surname	Middleton-Smith
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m0 m8 y1 y9 y6 y5
Business occupation (if any) ⑤	Engineer

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	Haydon Barn
Street	Haydon
Post town	Taunton
County/Region	Somerset
Postcode	T A 3 5 A B
Country	United Kingdom

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 *	Mrs
Full forename(s)	Laura
Surname	Middleton-Smith
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m0 m8 y1 y9 y8 y2
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	Haydon Barn
Street	Haydon
Post town	Taunton
County/Region	Somerset
Postcode	T A 3 5 A B
Country	United Kingdom

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

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

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				
Totals				
Currency table B				
Totals				
Currency table C				
Totals				
		Total number of shares	Total aggregate nominal value ^①	Total aggregate amount unpaid ^①
Totals (including continuation pages)				

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

IN01

Application to register a company

F2

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

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

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

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

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

Continuation pages

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

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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						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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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	Klaus
Surname 1	Middleton-Smith
Address 2	Haydon Barn, Haydon, Taunton, United Kingdom
Postcode	T A 3 5 A B
Amount guaranteed 3	£1.00
Class of member (if applicable) 4	

Subscriber's details

Forename(s) 1	Laura
Surname 1	Middleton-Smith
Address 2	Haydon Barn, Haydon, Taunton, United Kingdom
Postcode	T A 3 5 A B
Amount guaranteed 3	£1.00
Class of member (if applicable) 4	

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Application to register a company

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

① Name

Please use capital letters.

② Address

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

③ Amount guaranteed

Any valid currency is permitted.

④ Class of members

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

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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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	
	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)	Klaus	
Surname	Middleton-Smith	
Country/State of residence ①	United Kingdom	
Nationality	British	
Month/year of birth ②	X X m0 m8 y1 y9 y6 y5	

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

H4	Individual's service address ①	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6 .	
Building name/number	Haydon Barn	
Street	Haydon	
Post town	Taunton	
County/Region	Somerset	
Postcode	T A 3 5 A B	
Country	United Kingdom	

- 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.

IN01

Application to register a company

H7

Nature of control for an individual ^①

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

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

^① Tick each that apply.

H8

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

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

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

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

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

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

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

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

^① Tick each that apply.

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Application to register a company

Individual PSC

H3

Individual's details

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

Title *	Mrs
Full forename(s)	Laura
Surname	Middleton-Smith
Country/State of residence ①	United Kingdom
Nationality	British
Month/year of birth ②	X X m0 m8 y1 y9 y8 y2

① Country/State of residence

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

② Month and year of birth

Please provide month and year only.

H4

Individual's service address ①

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

Building name/number	Haydon Barn
Street	Haydon
Post town	Taunton
County/Region	Somerset
Postcode	T A 3 5 A B
Country	United Kingdom

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.

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

H7

Nature of control for an individual ^①

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

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

^① Tick each that apply.

H8

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

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

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

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

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

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

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

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

^① Tick each that apply.

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)

I1	RLE details ①	
Corporate or firm name		① Registered or principal office address This is the address that will appear on the public record.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

I2	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.	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.
Legal form		
Governing law		
If applicable, register in which RLE is entered ①		
Country/State ①		
Registration number ①		

13

Nature of control for the RLE ①

Please indicate how the RLE has significant control over the company

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

① Tick each that apply.

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:

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

15

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

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

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

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

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

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

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

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

¹ Tick each that apply.

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is:

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

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record.

J3

Legal form and governing law

Legal form

Governing law

IN01

Application to register a company

J4

Nature of control ①

Please show how the ORP has significant control over the company

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.

① Tick each that apply.

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:

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.

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 Maitland Walker LLP

Building name/number 22

Street The Parks

Post town Minehead

County/Region Somerset

Postcode T A 2 4 8 B T

Country United Kingdom

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 Hollier

Company name Maitland Walker LLP

Address 22 The Parks

Post town Minehead

County/Region Somerset

Postcode T A 2 4 8 B T

Country United Kingdom

DX DX: 117408 Minehead

Telephone 01643 707777

**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

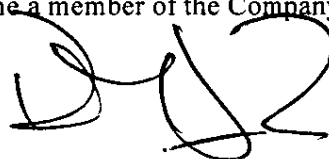
THE COMPANIES ACT 2006
PRIVATE COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF

Stoates Mill Management 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.

Subscriber : Klaus Middleton-Smith



Subscriber : Laura Middleton-Smith



Dated:- 17th October 2017

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
STOATES MILL MANAGEMENT LTD

INTRODUCTION

1. INTERPRETATION

1.1. In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006 but any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.;

Articles: means the company's articles of association for the time being in force;

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

Conflict: has the meaning given in article 11.1;

Dwelling: means any residential unit comprised in the Estate and where more than one, shall be construed accordingly;

Dwellingholder: means the owner of the freehold or leasehold of any Dwelling, or where two or more persons are for the first time being Dwellingholders of a Dwelling they shall be deemed to constitute one for the purposes of these Articles.

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles.

1.2. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in the Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles

- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - 1.5.1. any subordinate legislation from time to time made under it; and
 - 1.5.2. any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6. Any phrase introduced by the terms **"including"**, **"include"**, **"in particular"** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7. The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles.
- 1.8. Articles 8, 11 (1), 11(2) and (3), 12, 13, 14(1), (2), (3), (4) and (5), 17(2), 22, 30(3), 38 and 39 of the Model Articles shall not apply to the Company.

2. LIABILITY OF MEMBERS

- 2.1. The liability of the members is limited.
- 2.2. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

3. DIRECTORS' POWERS

- 3.1. To acquire, hold, control and administer the freehold or leasehold property or properties known as Anchor Street, Watchet, Somerset hereinafter referred to as **("the Estate")** and all or any other land, buildings and real property, as a trustee, nominee or agent of any other company or person or on its own account.
- 3.2. To obtain and deal with and take options over any property, whether real or personal, including the Estate and to acquire any rights or privileges of any kind in respect of any property, to sell, lease, accept, develop or improve, surrender or dispose of or otherwise deal with all or any part of such property and any rights of the Company in them.

- 3.3. To supply and provide services of every description to the estate and to repair, maintain, construct, renew, redecorate, clean, make alterations and additions to the Estate and the cultivation and landscaping of any land, gardens and grounds comprised in the Estate and the maintenance of the same and to enter into contracts with builders, contractors, tenants and others and to arrange for the employment of whatever such nature in relation to the Estate.
- 3.4. To pay any rates, taxes, levies, duties, charges, assessments or any other outgoings of any such nature charged, or imposed on or in respect of the Estate or any part of the Estate.
- 3.5. To collect all rents, charges and any other income of whatever nature due to the Estate or any part of the Estate.
- 3.6. To arrange insurance of the Estate of any other property of the Company or in which it has an interest against destruction or damage and any other risks which may be considered necessary, and to insure against public liability and any other risks which the Company may consider prudent to insure against.
- 3.7. To create and maintain any capital reserves and management funds of any kind in order to contribute and pay towards all fees, costs and any other expenses incurred in the implementation of the objects of the Company and to require the Company's members to contribute towards such funds and reserves at any such times, in such amounts and in such manner as the Company may determine and to invest and deal in and with such moneys not immediately required in such manner as the Company think fit.
- 3.8. To carry on any other trade or business which may seem to the Company and its directors to be advantageous and to directly or indirectly to enhance all or any of the business of the Company.
- 3.9. To sell, charge, mortgage, construct, repair, improve, develop, exchange, let on lease, grant privileges, options, rights and licences in respect of all or any part of the property of the Company.
- 3.10. To hold or otherwise deal with any investments made for the Company and as may be necessary and to be determined, to invest moneys not immediately required by the Company.
- 3.11. To grant credit, loans or advances on such terms as may be appropriate with or without security to clients and others, to enter into indemnity, contracts or guarantees and suretyships of all kinds, to receive money on loan or deposit or otherwise upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of an obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.
- 3.12. To raise and borrow money by any method and to secure the payment of any money borrowed, raised or owing as the Company shall think fit for the purposes of or in connection with the Company's business.

- 3.13. To issue discount, accept, draw and negotiate cheques, bills of exchange, bills of lading, warrants, debentures, promissory notes and other negotiable or transferable instruments.
- 3.14. To assign to the Members of the Company in kind any assets of the Company whatsoever.
- 3.15. To do all or any of the things or matters in this Article 3 in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub- contractors or otherwise and either alone or in conjunction with others.
- 3.16. To do all such other things as are incidental or conducive to the above objects or any of them.

DIRECTORS

4. QUORUM FOR DIRECTORS' MEETINGS

- 4.1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 4.2. The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- 4.3. 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-
 - 4.3.1. to appoint further directors, or
 - 4.3.2. to call a general meeting so as to enable the members to appoint further directors.

5. APPOINTMENT AND TERMINATION OF DIRECTORS

- 5.1. Article 17(1) of the Model Articles shall be amended so that save for the subscribers to the memorandum, immediately when a member is entered in the register of members of the Company, they shall be entitled to be appointed as a director and on the request of such member to the board, the directors shall arrange for the appointment to be notified to Companies House and the register of the directors of the Company updated.
- 5.2. Subject to Article 18 of the Model Articles, a person shall cease to be a director immediately if his name is removed from the register of members of the Company.

6. REMUNERATION AND EXPENSES

- 6.1. Unless otherwise agreed by members by special resolution, the directors shall not be entitled to any remuneration for services performed for or on behalf of the Company whilst in office and Articles 19(1), (2), (3) and (4) of the Model Articles are amended accordingly.
- 6.2. Article 20 of the Model Articles shall not apply to the Company so that unless otherwise determined by members via special resolution, the directors shall not be entitled to payment of any expense incurred in connection to their office as director of the Company.

7. ALTERNATE DIRECTORS

7.1. Any director (other than an alternate director) (in this article, the appointor) may appoint any person (whether or not a director) to be an alternate director

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

7.3. The notice must:

7.3.1. identify the proposed alternate; and

7.3.2. in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of the director giving the notice.

7.4. An alternate director has the same rights, in relation to any decision of the directors, as the alternate's appointor.

7.5. Except as the Articles specify otherwise, alternate directors:

7.5.1. are deemed for all purposes to be directors;

7.5.2. are liable for their own acts and omissions;

7.5.3. are subject to the same restrictions as their appointors; and

7.5.4. are not deemed to be agents of or for their appointors,

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

7.6. A person who is an alternate director but not a director

7.6.1. may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating); and

7.6.2. may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, and does not himself participate).

7.7. A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision).

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

7.9. An alternate director's appointment as an alternate terminates:

7.9.1. when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;

7.9.2. 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; or

7.9.3. when the alternate director's appointor ceases to be a director for whatever reason.

8. CHAIRMAN AND CASTING VOTE

- 8.1. The directors may appoint a director to chair their meetings. The person so appointed for the time being is known as the chairman.
- 8.2. The directors may terminate the chairman's appointment at any time.
- 8.3. If the chairman 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.
- 8.4. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 8.5. But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

9. DIRECTORS DEALING WITH THE COMPANY

- 9.1. A director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act.
- 9.2. A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the Act unless the interest has already been declared in accordance with Article 9.1 above.
- 9.3. Subject, to sections 177(5), 177(6), 182(5) and 182(6) of the Act, the disclosures required under Articles 9.1 and 9.2 and to any terms and conditions imposed by the directors, a director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.
- 9.4. A director need not declare an interest under clause 9.1 and clause 9.2 as the case may be:
 - 9.4.1. if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 9.4.2. of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware;
 - 9.4.3. if, or to the extent that, the other directors are already aware of it, and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware; or
 - 9.4.4. if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a board meeting.

10. DIRECTORS DEALING WITH THE COMPANY

- 10.1. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which the director has an interest, that director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes unless:

- 10.1.1. the company passes an ordinary resolution to disapply the provisions of 10.1 above in respect of the director and interest concerned;
- 10.1.2. the conflict relates to a guarantee given from or to be given by a director in respect of an obligation incurred by or on behalf of the Company;
- 10.1.3. the directors interest cannot reasonably be regarded as likely to give rise to a conflict of interest: or
- 10.1.4. the director has declared his interest in accordance with clause 11 below

and article 14 of the Model Articles shall not apply to the Company. For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

- 10.2. Subject to article 10.1, if a question arises at a meeting of directors as to the right of a director to vote, the question shall be referred to the chairman of the meeting, whose ruling shall be final and conclusive.

11. DECLARATION OF INTEREST

- 11.1. The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director in accordance with article 10.1(d) which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest provided that the required quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director (Conflict).
- 11.2. Any authorisation of a Conflict under this article may be terminated or varied by the directors at any time and may be subject to any special terms, varied or terminated at any time at the discretion of the directors.
- 11.3. Provided that the directors or the Company in a general meeting have authorised a Conflict in accordance with clause 10.1 above, the conflicted director will not be obliged to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving such Conflict nor will any contract be liable to be avoided on such grounds, and furthermore the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Act and provided that the conflicted director is not in breach of his duties set out in s 171 to 177 of the Act otherwise than by reason of the mere existence of the conflict.

12. MEMBERSHIP

- 12.1. Upon the formation of the Company the subscribers to the memorandum of the Company may transfer their membership in writing to any person nominated by them in writing to succeed him or her as a member, whether a Dwellingholder or otherwise, who (if not a Dwellingholder), shall have the right to further transfer the membership on the same terms. The effect of a transfer of membership is that, on giving notice in writing to the Company, the existing member ceases to be a member and the nominated transferee becomes a member.
- 12.2. Subject to article 21 of the Model Articles, the subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company, and the directors are generally and unconditionally authorised to exercise any power of the Company to grant membership to any person being a Dwellingholder at any time and subject to any terms and conditions as the directors think proper

provided that:

12.2.1. only one membership may be admitted for each Dwelling in the Estate (where a Dwelling is held jointly, in default of agreement between the joint holders as to which should be eligible to be a member, the directors may select one of the joint holders to be so eligible);

12.2.2. and for the avoidance of doubt, no membership shall be granted to any person who is not a Dwellingholder, notwithstanding any tenancy agreement or licence to occupy any property in the Estate.

12.3. Subject to Article 12.1 above, membership of the Company is not transferrable and shall terminate on death bankruptcy, or on the member ceasing to be a Dwellingholder. Termination of membership is not permitted at any time whilst the proposed transferor is (alone or jointly with others) a Dwellingholder.

12.4. A person who is a member by virtue of being a subscriber to the memorandum of the company or by virtue of the provisions of Article 12.1 above may, provided they are not a Dwellingholder, terminate their membership by giving 7 days' notice in writing to the Company.

13. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means (which, for the avoidance of doubt, shall include by telephone, text message and e-mail), such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

14. GENERAL MEETINGS

14.1. In accordance with section 308 of the Act, notice of a general meeting of the Company can be given to members either in hard copy form, electronic form or posted on a website, provided that the member is notified of the presence of the notice on the website.

14.2. Notice of a general meeting must contain:

14.2.1. the date and time of the meeting

14.2.2. the place of the meeting

14.2.3. the general nature of the business to be conducted at the meeting

14.2.4. the right of members to appoint proxies as stated in section 234 to 325 (inclusive) of the Act

14.3. Article 27 of the Model Articles shall be amended so that where a quorum is not present within half an hour of the time appointed for a general meeting, the general meeting shall be adjourned to the same day in the next week at the same time and location or to any day, time and location as the directors determine. If a quorum is not present within half an hour of the time and date appointed for the adjourned general meeting, it will be dissolved and a fresh meeting called in accordance with this Article 14.

15. NUMBER OF DIRECTORS

The number of directors shall not be subject to any maximum and where only one director is in office, the minimum number shall be one, provided always that where only one director is in office, such director shall be a natural person.

16. VOTES OF MEMBERS

- 16.1. A resolution put to vote at a general meeting shall be decided on a show of hands unless a poll is demanded.
- 16.2. Where a poll is demanded each member shall have one vote.

17. SECRETARY

The Company is not required to have a secretary, but the directors may choose to appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and may remove such person or appoint a replacement, in each case by a decision of the directors.

18. NOTICE

- 18.1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
 - 18.1.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;
 - 18.1.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 18.1.3. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - 18.1.4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 18.2. In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

19. INDEMNITY

- 19.1. Each director shall be indemnified out of the company's assets against: all costs, charges, losses, expenses and liabilities incurred by him as a director in the actual or purported execution and/or discharge of his duties, or in relation to them, including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the company's affairs but not including any of the matters set out in section 234(3) of the Act.
- 19.2. The Company may provide any director with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings detailed in Article 19.1 above and otherwise may take any action to enable any such director to avoid incurring such expenditure.
- 19.3. This article does not authorise any indemnity which would be prohibited or rendered void any provision of the Companies Acts or by any other provision of law.

20. INSURANCE

In accordance with section 233 of the Act the directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any liability attaching to him which relates to the Company.

SUBSCRIBERS

Klaus Middleton-Smith

Laura Middleton-Smith

Dated this day of 2017