

**FILE COPY**



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

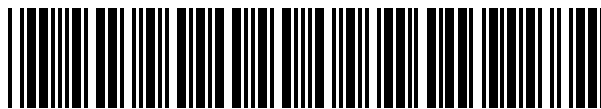
Company Number **14652748**

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

**MAPLE (485) 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, Cardiff, on **9th February 2023**



\*N14652748O\*



**Companies House**



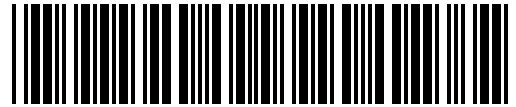
**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **08/02/2023**

*XBWYAIJC*

*Company Name in full:*

**MAPLE (485) LIMITED**

*Company Type:*

**Private company limited by guarantee**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**250 AZTEC WEST  
ALMONDSBURY  
BRISTOL  
ENGLAND BS32 4TR**

*Sic Codes:*

**98000**

## ***Proposed Officers***

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### ***Company Secretary     1***

*Type:* **Corporate**

*Name:* **ROWANSEC LIMITED**

*Principal / Business Address:* **250 AZTEC WEST  
ALMONDSBURY  
BRISTOL  
ENGLAND BS32 4TR**

### ***UK Limited Company***

*Registration Number:* **02494564**

*The subscribers confirm that the corporate body named has consented to act as a secretary.*



## *Company Director*      3

*Type:*                              **Corporate**

*Name:*                            **ROWANSEC LIMITED**

*Principal / Business*        **250 AZTEC WEST**  
*Address:*                       **ALMONDSBURY**  
   **BRISTOL**  
   **ENGLAND BS32 4TR**

### **UK Limited Company**

*Registration Number:*                              **02494564**

*The subscribers confirm that the corporate body named has consented to act as a director.*

## ***Persons with Significant Control (PSC)***

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### **Statement of no PSC**

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**The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company**

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## *Statement of Guarantee*

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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:

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

*Name:* **ROWAN FORMATIONS LIMITED**

*Address* **250 AZTEC WEST  
ALMONDSBURY  
BRISTOL  
ENGLAND  
BS32 4TR**

*Amount Guaranteed* **1**

*Name:* **ROWANSEC LIMITED**

*Address* **250 AZTEC WEST  
ALMONDSBURY  
BRISTOL  
ENGLAND  
BS32 4TR**

*Amount Guaranteed* **1**

## ***Statement of Compliance***

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

*memorandum delivered by an agent for the subscriber(s):* **YES**

*Agent's Name:* **DAVIES AND PARTNERS SOLICITORS**

*Agent's Address:* **250 AZTEC WEST  
ALMONDSBURY  
BRISTOL  
ENGLAND  
BS32 4TR**

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## ***Authorisation***

*Authoriser Designation:* **agent** *Authenticated* **YES**

*Agent's Name:* **DAVIES AND PARTNERS SOLICITORS**

*Agent's Address:* **250 AZTEC WEST  
ALMONDSBURY  
BRISTOL  
ENGLAND  
BS32 4TR**

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# COMPANY NOT HAVING A SHARE CAPITAL

## Memorandum of Association of MAPLE (485) 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
ROWAN FORMATIONS LIMITED	Authenticated Electronically
ROWANSEC LIMITED	Authenticated Electronically

Dated: 08/02/2023

# **COMPANIES ACT 2006**

## **PRIVATE COMPANY LIMITED BY GUARANTEE**

### **ARTICLES OF ASSOCIATION**

#### **OF**

#### **MAPLE (485) LIMITED**

##### **PRELIMINARY**

1. The regulations contained in the Companies (Model Articles) Regulations 2008 ("the Regulations") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
2. In these Articles:  
"the Estate" means any reversionary lease or freehold reversion owned by the Company and any other property for the time being owned and/or managed and/or administered by the Company;  
"dwelling" means any residential unit comprised in the Estate; and  
"dwellingholder" means the person or persons to whom a lease or tenancy of a dwelling has been granted or assigned or who holds the freehold of a dwelling and so that whenever two or more persons are for the time being dwellingholders of a dwelling they shall for all purposes of these Articles be deemed to constitute one dwellingholder.

##### **CASTING VOTE**

3. If the number of votes for and against a proposal are equal, the chairman or other director chairing the meeting shall not have a casting vote and Article 13(1) of the Regulations shall be modified accordingly.

##### **METHODS OF APPOINTING DIRECTORS**

4. Article 17(1) of the Regulations shall be deleted and the following substituted in its place:  
17(1) - Any person who is a member and is willing to act as director, and is permitted by law to do so, may be appointed to be a director –  
(a) by ordinary resolution, or  
(b) by a decision of the directors.

##### **TERMINATION OF A DIRECTOR'S APPOINTMENT**

5. Article 18 of the Regulations shall be amended by the addition of the following:  
18(g) that person ceases to be a member.

##### **APPLICATIONS FOR MEMBERSHIP**

6. Article 21 of the Regulations shall be deleted and the following inserted in its place:  
  
21(1) - The subscribers to the Memorandum of Association shall be members of the

Company. A subscriber may nominate any person to succeed him as a member of the Company and any person so nominated and any nominee of such person shall have the same power to nominate a person to succeed him as if he had been a subscriber. Save as aforesaid, no person shall be admitted as a member of the Company other than a dwellingholder. The Company must accept as a member every person who is or who shall have complied with the provisions set out in Article 21(3)

21(2) - Each subscriber to the Memorandum of Association and any person nominated to be a member under Article 21(1), if not himself a dwellingholder, shall cease to be a member as soon as the reversionary lease or freehold reversion of the Estate has been transferred to the Company.

21(3) - The provisions of Section 113 of Companies Act 2006 shall be observed by the Company and every member of the Company other than the subscribers to the Memorandum of Association shall either sign a written consent to become a member or sign the Register of Members on becoming a member. If two or more persons are together a dwellingholder each shall so comply and they shall together constitute one Member and the person whose name first appears in the Register of Members shall exercise the voting powers vested in such member.

#### **TERMINATION OF MEMBERSHIP**

7. Article 22(1) of the Regulations shall be deleted and the following inserted in its place:  
22(1) - A dwellingholder shall cease to be a member on the registration as a member of the successor to his dwelling and shall not resign as a member while holding, whether alone or jointly with others, a legal estate in any dwelling.
8. Article 22(3) of the Regulations shall be deleted and the following inserted in its place:  
22(3) - If a member shall die or be adjudged bankrupt his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member provided that he or they shall for the time being be a dwellingholder.

#### **QUORUM FOR GENERAL MEETINGS**

9. The quorum for general meetings shall be two and Article 24 of the Regulations shall be modified accordingly.

#### **GENERAL MEETINGS AND VOTING**

10. Article 23 of the Regulations shall be amended by the addition of the following:  
23(6) - Save as provided in Article 28(2) notice of a general meeting shall be given to all members and to every person, being a legal personal representative or a trustee in bankruptcy of a member where the member, but for his death or bankruptcy, would be entitled to receive notice of the meeting.
11. Article 28 of the Regulations shall be amended by the addition of the following:  
28(2) - Every member present in person or by proxy at a general meeting shall have one vote PROVIDED that where the reversionary lease or freehold reversion of the Estate has not been transferred to the company, those members who are not subscribers to the Memorandum of Association or who did not become members as a result of having been nominated under Article 21(1) shall not be entitled to vote or to receive notice of or attend at Meetings.

#### **SUBSCRIBERS**

- A. Rowan Formations Limited  
250 Aztec West, Bristol, BS32 4TR
- B Rowansec Limited  
250 Aztec West, Bristol, BS32 4TR