

FILE COPY



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

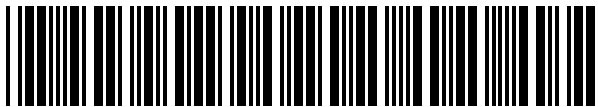
Company Number **14825363**

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

WESTFIELD ROAD MANAGEMENT COMPANY LTD

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

Given at Companies House, Cardiff, on **25th April 2023**



N14825363J



Companies House



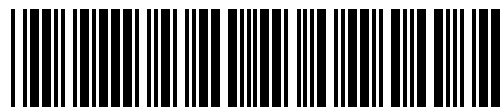
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **21/04/2023**

XC1WC2H6

Company Name in full:

WESTFIELD ROAD MANAGEMENT COMPANY LTD

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**64 BEATTY RISE
SPENCERS WOOD
READING
BERKSHIRE
UNITED KINGDOM RG7 1FQ**

Sic Codes:

98000

Company Director *1*

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/06/1975** *Nationality:* **BULGARIAN**
Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	B	<i>Number allotted</i>	1
	ORDINARY	<i>Aggregate nominal value:</i>	1
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE PER SHARE HELD HOWEVER, THE HOLDERS OF “B” SHARES SHALL NOT BE ENTITLED TO VOTE ON ANY RESOLUTION SOLELY AFFECTING OR PERTAINING TO THE PROPERTIES KNOWN AS 108, 110, OR 110A. DIVIDEND RIGHTS - EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON WINDING UP - EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON WINDING-UP.

<i>Class of Shares:</i>	A	<i>Number allotted</i>	1
	ORDINARY	<i>Aggregate nominal value:</i>	1
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE PER SHARE HELD HOWEVER, THE HOLDERS OF THE A ORDINARY SHARES SHALL NOT BE ENTITLED TO VOTE ON ANY RESOLUTION SOLELY AFFECTING OR PERTAINING TO THE PROPERTIES KNOWN AS 114, 116A OR 116B. DIVIDEND RIGHTS - EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON WINDING UP - EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON WINDING-UP.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	2
		<i>Total aggregate nominal value:</i>	2
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	PROSPECT DEVELOPMENTS (LONDON) LIMITED	<i>Class of Shares:</i>	A ORDINARY
<i>Address</i>	HANDEL HOUSE 95 HIGH STREET EDGWARE MIDDLESEX UNITED KINGDOM HA8 7DB	<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1
		<i>Class of Shares:</i>	B ORDINARY
		<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: **PROSPECT DEVELOPMENTS (LONDON) LIMITED**

Service Address: **HANDEL HOUSE 95 HIGH STREET
EDGWARE
UNITED KINGDOM
HA8 7DB**

Legal Form: **PRIVATE COMPANY LIMITED BY SHARES**

Governing Law: **UNITED KINGDOM**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

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: **HERRINGTON CARMICHAEL LLP**

Agent's Address: **BUILDING 2 RIVERSIDE WAY
WATCHMOOR PARK
CAMBERLEY
SURREY
UNITED KINGDOM
GU15 3YL**

Authorisation

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

Agent's Name: **HERRINGTON CARMICHAEL LLP**

Agent's Address: **BUILDING 2 RIVERSIDE WAY
WATCHMOOR PARK
CAMBERLEY
SURREY
UNITED KINGDOM
GU15 3YL**

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

WESTFIELD ROAD MANAGEMENT COMPANY LTD

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
PROSPECT DEVELOPMENTS (LONDON) LIMITED	Authenticated Electronically

Dated: 21/04/2023

ARTICLES OF ASSOCIATION

of

WESTFIELD ROAD MANAGEMENT COMPANY LTD

A PRIVATE COMPANY LIMITED BY SHARES

AND INCORPORATED UNDER THE

Companies Act 2006

INCORPORATED ON:

Company Number:

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**ARTICLES OF ASSOCIATION OF WESTFIELD ROAD MANAGEMENT COMPANY
LTD A PRIVATE COMPANY LIMITED BY SHARES INCORPORATED UNDER THE
COMPANIES ACT 2006**

1. PRELIMINARY

- 1.1 The model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").
- 1.2 In these Articles, any reference to a provision of the 2006 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 Model Articles 3, 9(2), 14, 17(1), 18(d) and (e), 19(5), 26(5), 28(3), 44(2) and 44(4) do not apply to the Company.
- 1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

2. DEFINED TERMS

- 2.1 Model Article 1 shall be varied by the inclusion of the following definitions:-
- 2.1.1 "2006 Act" means the Companies Act 2006;
- 2.1.2 "secretary" means the secretary of the Company (if any) appointed in accordance with Article 10 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
- 2.1.3 "unit" means any individual leasehold flat comprised in or situated on or planned to be part of the Managed property and references

to "apartment" in these Articles shall be read and construed accordingly;

2.1.4 "unitholder" means the person or persons to whom a lease of a unit has been granted or assigned or the person or persons (other than the Company) who holds the leasehold of a unit and so that whenever two or more persons are for the time being unitholders of a unit they shall for all purposes of these Articles be deemed to constitute one unitholder; and

2.1.5 "working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

3. OBJECTS

The Company's objects are:-

- 3.1 to hold, manage and administer the leasehold property known as 106-116 Westfield Road, Caversham, Reading including without limitation to the generality of the foregoing any common areas, roads, verges, service shaft, accessways, footpaths, gates, and bike storage area, any areas of landscaping, parking area, sewers, all service media serving the units, door entry system (if any), lighting, security and associated facilities ("the Managed Property") either on its own account or as trustee, nominee or agent of any other company or person;
- 3.2 to acquire and deal with and take options over any property, real or personal, including the Managed Property, and any rights or privileges of any kind over or in respect of any property, and to improve, develop, sell, lease, accept, surrender, or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- 3.3 to collect all rents, charges and other income and to pay any rates, taxes, charges, duties, levies assessments or other outgoings of whatsoever nature charged, assessed, or imposed on or in respect of the Managed Property or any part of it;

- 3.4 to provide services of every description in relation to the Managed Property and to maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to the Managed Property and to arrange for the supply to it of services and amenities and the maintenance of the same and the cultivation, maintenance, landscaping and planting of any land, gardens and grounds comprised in the Managed Property and to enter into contracts with builders, tenants, contractors and others and to employ appropriate staff and managing or other agents accordingly;
- 3.5 to insure the Managed Property or any other property of the Company or in which it has an interest, or procure that the Managed Property is insured, against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against; and
- 3.6 to establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the Company's objects and to require the members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest and deal in and with such moneys not immediately required in such manner as the Company may think fit and to invest and deal in and with such moneys not immediately required in such manner as may from time to time be determined.

4. LIABILITY OF THE MEMBERS

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

5. DIRECTORS' GENERAL AUTHORITY

- 5.1 The directors of the Company have control over the affairs and property of the Company and are responsible for management of the Company's business. The directors have authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 3.

6. PROCEEDINGS OF DIRECTORS

- 6.1 Unless otherwise determined by the members by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one.
- 6.2 Subject to Article 6.3, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.
- 6.3 If the directors propose to exercise their power under section 175(4)(b) of the 2006 Act to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.
- 6.4 Subject to the provisions of the 2006 Act, and provided that (if required to do so by the Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:-
- 6.4.1 may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - 6.4.2 may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
 - 6.4.3 is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

7. UNANIMOUS DECISIONS

Model Article 8(2) shall be deleted and replaced with the following words

"Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing."

8. APPOINTMENT OF DIRECTORS

8.1 Save for persons who are deemed to have been appointed as the first directors of the Company on incorporation pursuant to section 16(6) of the 2006 Act, no person who is not a member of the Company is eligible to hold office as a director.

8.2 Any member of the Company who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

8.2.1 by ordinary resolution; or

8.2.2 by a decision of the directors.

9. TERMINATION OF DIRECTOR'S APPOINTMENT

9.1 In addition to the events terminating a director's appointment set out in Model Article 18, a person ceases to be a director as soon as:-

9.1.1 that person is, or may be, suffering from mental disorder and either:-

9.1.1.1 he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom; or

9.1.1.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have; or

9.1.2 that person has for more than six consecutive months been absent without the permission of the directors from meetings of

directors held during that period and the directors make a decision to vacate that person's office; or

9.1.3 he ceases to be a member.

10. SECRETARY

The directors may appoint a secretary to the Company for such period, for such remuneration and upon such conditions as they think fit; and any secretary so appointed by the directors may be removed by them.

11. ALTERNATE DIRECTORS

11.1

11.1.1 Any director (the "Appointor") may appoint as an alternate any other director, or any other member approved by a decision of the directors, to:-

11.1.1.1 exercise that director's powers; and

11.1.1.2 carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's Appointor.

11.1.2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the Appointor, or in any other manner approved by the directors. The notice must:-

11.1.2.1 identify the proposed alternate; and

11.1.2.2 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 his Appointor.

11.1.3 An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Model Article 8, as the alternate's Appointor.

11.1.4 Except as these Articles specify otherwise, alternate directors:-

- 11.1.4.1 are deemed for all purposes to be directors;
- 11.1.4.2 are liable for their own acts or omissions;
- 11.1.4.3 are subject to the same restrictions as their Appointors; and
- 11.1.4.4 are not deemed to be agents of or for their Appointors.

11.1.5 A person who is an alternate director but not a director:-

- 11.1.5.1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's Appointor is not participating); and
- 11.1.5.2 may sign or otherwise signify his agreement in writing to a written resolution in accordance with Model Article 8 (but only if that person's Appointor has not signed or otherwise signified his agreement to such written resolution).

No alternate may be counted as more than one director for such purposes.

11.1.6 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's Appointor as the Appointor may direct by notice in writing made to the Company.

11.1.7 Model Article 20 is amended by the deletion of each of the references to "directors" and the replacement of each such reference with "directors and/or any alternate directors".

11.2 An alternate director's appointment as an alternate terminates:-

- 11.2.1 when his Appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;

- 11.2.2 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 office as director;
- 11.2.3 on the death of his Appointor;
- 11.2.4 when his Appointor's appointment as a director terminates; or
- 11.2.5 when he ceases to be a member.

12. ALLOTMENT OF SHARES

- 12.1 The Company's share capital is £6. "A" Ordinary shares shall be issued to the owners of leasehold flats designated as Flats 108, 110, and 110a, on the Managed Property and "B" Ordinary shares shall be issued to the owners of leasehold flats designated as 114, 116a and 116b on the Managed Property.
- 12.2 The subscribers to the Memorandum of Association of the Company shall be duly registered as members of the Company in respect of the shares for which they have subscribed. A subscriber may transfer any shares subscribed by him to a person nominated by him in writing to succeed him as a member and any such person (other than a unitholder) so nominated shall have the same power to transfer the share as if he had himself been a subscriber. Personal representatives of a deceased subscriber or of any successor so nominated by him shall have the same rights of transfer.
- 12.3 Save as aforesaid, no "A" share shall be allotted to any person who is not the unitholder of a leasehold flats designated as 108, 110, or 110a and no "B" share shall be allotted to any person who is not the unitholder of leasehold flats designated as 114, 116a or 116b. A unitholder shall not be entitled to dispose of his shareholding in the Company while holding, whether alone or jointly with others, a legal estate in any unit.
- 12.4 In accordance with section 567 of the 2006 Act, sections 561 and 562 of the said 2006 Act are excluded.
- 12.5 No shares may be allotted to any person who is not a unitholder. The number of shares allotted to a unitholder must not exceed the number of units in which the unitholder has an interest.

13. TRANSFER OF SHARES

- 13.1 The subscribers to the Memorandum of Association of the Company must be registered as members of the Company in respect of the shares for which they have subscribed. A subscriber can transfer any shares subscribed by him to a person nominated by him in writing to succeed him as a member and any such person (other than a unitholder) so nominated has the same power to transfer the share as if he had himself been a subscriber. Personal representatives of a deceased subscriber or of any successor so nominated by him have the same rights of transfer.
- 13.2 Save as aforesaid, no "A" share shall be transferred to any person who is not the unitholder of a leasehold flats designated as 108, 110, or 110a and no "B" share shall be transferred to any person who is not the unitholder of leasehold flats designated as 114, 116a or 116b. A unitholder shall not be entitled to dispose of his shareholding in the Company while holding, whether alone or jointly with others, a legal estate in any unit.
- 13.3 A mortgagee in possession is entitled to be registered as the holder of a share in place of a unitholder on serving a notice in writing to the Company requesting such registration, together with a certificate confirming that possession has been taken of that unitholder's unit and an official copy of the Charges Register of Title to the unit showing the mortgagee in possession as the registered proprietor of the charge under which possession was taken. On service of such notice and accompanying documents, the unitholder is required to transfer the share held by him in respect of that unit to the mortgagee in possession.
- 13.4 Save as aforesaid, no share may be transferred to any person who is not a unitholder.
- 13.5 If any member of the Company who is a unit holder or a mortgagee in possession (a "transferor") parts with all interest in any unit held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his death, his legal personal representative or representatives, or in the event of his bankruptcy, his trustee in bankruptcy is required to transfer the share held by the transferor in respect of that unit to the person or persons who become the unitholder of that unit.

- 13.6 Save as is provided in Articles 13.1 to 13.5 above, no unitholder or mortgagee in possession may transfer any shares in the Company.
- 13.7 If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy) refuses or neglects to transfer it in accordance with this Article, one of the directors, duly nominated for that purpose by a resolution of the board, may be appointed the attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder, and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the register of members as the holder thereof.
- 13.8 If a member dies or is adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member of the Company, provided he or they shall for the time being be a unitholder.
- 13.9 The directors must refuse to register any transfer of shares made in contravention of any or all of the provisions of this Article 13, but otherwise the directors have no power to refuse to register a transfer of any shares.
14. **WRITTEN RESOLUTION OF MEMBERS**
- 14.1 Subject to Article 14.2, a written resolution of members passed in accordance with Part 13 of the 2006 Act is as valid and effectual as a resolution passed at a general meeting of the Company.
- 14.2 The following may not be passed as a written resolution and may only be passed at a general meeting:
- 14.2.1 a resolution under section 168 of the 2006 Act for the removal of a director before the expiration of his period of office; and
- 14.2.2 a resolution under section 510 of the 2006 Act for the removal of an auditor before the expiration of his period of office.
- 14.3 Subject to Article 14.4, on a written resolution, a member has one vote in respect of each share held by him.

14.4 No member may vote on a written resolution unless all moneys currently due and payable by:

14.4.1 that member to the Company; or

14.4.2 any unitholder from whom that member acquired his shares;

have been paid.

14.5 Every member of the Company shall, regardless of his class of shareholding be entitled to vote on any written resolution but, with the exception of those members who are subscribers to the memorandum of Association or who have become members as a result of having been nominated under article 13.1 above, the holders of the "A" shares shall not be entitled to vote on any resolution solely affecting or pertaining to the flats known as 114, 116a or 116b. The "B" shares shall not be entitled to vote on any resolution solely affecting or pertaining to the flats known as 108, 110, or 110a.

14.6 If no unitholder exists in respect of any unit, those members who are subscribers to the Memorandum of Association or who became members as a result of having been nominated under Article 13.1 above or, if there is only one such member or person nominated under Article 13.1 above, that member, shall either jointly if there is more than one such member, or alone, if there is only one such member, have on a written resolution, three votes in respect of every unit in addition to their own vote or votes as members.

15. NOTICE OF GENERAL MEETINGS

15.1 Every notice convening a general meeting of the Company must comply with the provisions of:-

15.1.1 section 311 of the 2006 Act as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and

15.1.2 section 325(1) of the 2006 Act as to the giving of information to members regarding their right to appoint proxies.

15.2 Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company.

15.3 Every member of the Company shall, regardless of his class of shareholding be entitled to receive notice of and to attend every general meeting of the Company but, with the exception of those members who are subscribers to the Memorandum of Association or who have become members as a result of having been nominated under article 13.1 above, the holders of the "A" shares shall not be entitled to vote on any resolution solely affecting or pertaining to flats known as 114, 116a or 116b. The "B" shares shall not be entitled to vote on any resolution solely affecting or pertaining to the flats known as 108, 110, or 110 at the Managed Property.

15.4 QUORUM AT GENERAL MEETINGS

15.5 If and for so long as the Company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by one or more proxies or, in the event that the member is a corporation, by one or more corporate representatives, is a quorum.

15.6 If and for so long as the Company has two or more members, two members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by one or more proxies or, in the event that any member present is a corporation, by one or more corporate representatives, are a quorum.

15.7 Model Article 41(1) is amended by the addition of a second sentence as follows:-

"If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefore or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved."

16. VOTING AT GENERAL MEETINGS

16.1

16.1.1 Subject to Articles 17.2 and 17.3 below, on a vote on a resolution at a general meeting on a show of hands:-

- 16.1.1.1 every member of the Company shall, regardless of his class of shareholding be entitled to vote on any resolution but, with the exception of those members who are subscribers to the memorandum of Association or who have become members as a result of having been nominated under article 13.1 above, the holders of the “A” shares shall not be entitled to vote on any resolution solely affecting or pertaining to the flats known as 114, 116a or 116b. The “B” shares shall not be entitled to vote on any resolution solely affecting or pertaining to the flats known as 108, 110, or 110 at the Managed Property.
 - 16.1.1.2 subject to article 17.1.1.1 each member who, being an individual, is present in person has one vote;
 - 16.1.1.3 if a member (whether such member is an individual or a corporation) appoints one or more proxies to attend the meeting, all proxies so appointed and in attendance at the meeting have, collectively, one vote; and
 - 16.1.1.4 if a corporate member appoints one or more persons to represent it at the meeting, each person so appointed and in attendance at the meeting has, subject to section 323(4) of the 2006 Act, one vote.
- 16.1.2 Subject to Articles 17.1.1.1 above and 17.2 and 17.3 below, on a resolution at a general meeting on a poll, every member (whether present in person, by proxy or authorised representative) has one vote in respect of each share held by him.
- 16.2 No member may vote at any general meeting or any separate meeting of the holders of any class of shares in the Company, either in person, by proxy or, in the event that the member is a corporation, by corporate representative in

respect of shares held by that member unless all moneys currently due and payable by:

16.2.1 that member to the Company; or

16.2.2 any unitholder from whom that member acquired his shares have been paid.

16.3 If no unitholder exists in respect of any unit, those members who are subscribers to the Memorandum of Association or who became members as a result of having been nominated under Article 13.1 above, or if there is only one such member or person nominated under Article 13.1 above, that member, shall either jointly if there is more than one such member, or alone, if there is only one such member, have three votes in respect of every unit in addition to their own vote or votes as members.

16.4 Poll votes –

16.4.1 Model Article 44(2) is deleted and should read as follows:

“A poll may be demanded by:

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution;

(d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution; or

(e) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.”

16.4.2 A demand for a poll made by a person as proxy for a member is the same as a demand made by the member.

- 16.4.3 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.

17. DELIVERY OF PROXY NOTICES

- 17.1 Model Article 45(1) is amended, so that a "proxy notice" (as defined in Model Article 45(1)) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote; and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

18. COMMUNICATIONS

- 18.1 Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Company to a person by being made available on a website.

18.2

- 18.2.1 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.

- 18.2.2 If any share is registered in the name of joint holders, the Company may send notices and all other documents to the joint holder whose name stands first in the register of members in respect of the joint holding and the Company is not required to serve notices or other documents on any of the other joint holders.

18.3

- 18.3.1 If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the

intended recipient is deemed to have received such notices or other documents 48 hours after posting.

18.3.2 If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.

18.3.3 If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.

18.3.4 For the purposes of this Article 19.3 no account shall be taken of any part of a day that is not a working day.

19. COMPANY SEALS

19.1 Model Article 49(1) is amended, such that any common seal of the Company may be used by the authority of the directors or any committee of directors.

19.2 Model Article 49(3) is amended to read as follows:

"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:

19.2.1 one authorised person in the presence of a witness who attests the signature; or

19.2.2 two authorised persons".

20. TRANSMISSION OF SHARES

20.1 All the Articles relating to the transfer of shares apply to:-

20.1.1 any notice in writing given to the Company by a transmittee in accordance with Model Article 28(1); and

20.1.2 any instrument of transfer executed by a transmittee in accordance with Model Article 28(2),

as if such notice or instrument were an instrument of transfer executed by the person from whom the transmittee derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

21. RULES

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

21.1.1 the conduct of members of the Company in relation to one another, and to the Company's officers and employees;

21.1.2 the setting aside of the whole or any part or parts of any property managed or administered by the Company at any particular time or times or for any particular purpose or purposes;

21.1.3 the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles); and

21.1.4 any and all other matters as are commonly the subject matter of company rules.

21.2 The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article.

21.2.1 Any rules made by the directors under this Article 22 will be valid and binding as against all members of the Company for so long as such rules are in force.

21.2.2 The Company in general meeting may alter or repeal any rules made by the directors in accordance with this Article 22.

- 21.2.3 Nothing in this Article 22 permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the 2006 Act applies.