

No. 1297274

COMPANY LIMITED BY ~~SHARES~~
GUARANTEE

Memorandum

AND

Articles of Association

OF

C. H. FLATS NO. 2 (WOOTTON BASSETT) LIMITED

(A Private Company ~~adopting Table A with modifications~~)

Incorporated the 7th day of February, 1977

WALTONS,

Solicitors,

4 GEORGE STREET WEST,

LUTON.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

C. H. FLATS NO. 2 (WOOTTON BASSETT) LIMITED

1. The name of the Company is:-
"C. H. Flats No. 2 (Wootton Bassett) Limited"
2. The registered office of the Company will be situate
in England
3. The objects for which the Company is established are:
at Marlborough Court, Shakespeare Road, Wootton Bassett,
Wiltshire
 - (A) To acquire the freehold property together with the
building(s) erected thereon known as Marlborough
Court and to hold the same as an investment for the
benefit of the lessees of the flats comprised in the
building(s) erected thereon.
 - (B) To collect the rents and income of the property and to
apply the same in the proper and convenient arrangement
thereof including (but without prejudice to the
generality of the foregoing) the matters recited in
paragraph (c).
 - (C) To keep in repair rebuild decorate maintain and procure
the repair renewal decoration and maintenance of the
(buildings erected on the) property including the main
structure roof foundations interior exterior the common
parts the common gas and water pipes drains and electri
cables and wires and the grounds parking areas
forecourts walls fences accessways public ways hedges
and generally the whole of the property including all

THE COMPANIES ACTS 1948 to 1967
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
C. H. FLATS NO. 2 (WOOTTON BASSETT) LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act, 1948
These presents	These Articles of Association and the regulations of the Association from time to time in force
The Association	The above-named Company
The Council	<u>The Council of Management for the time being of the Association</u>
The Office	The registered office of the Association
The Seal	The common seal of the Association
The United Kingdom ..	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another and other modes of representing reproducing words in a visible form
Owner	A person in whom is vested a lease for a term granted

originally for not less than
99 years of a flat in the block
of flats erected on the premises

And words importing the singular number only
shall include the plural number, and vice versa.

Words importing the masculine gender only shall
include the feminine gender, and vice versa

Words importing persons shall include corporation

Subject as aforesaid, any words or expressions
defined in the Act or any statutory modification thereof
in force at the date on which these presents become
binding on the Association shall, if not inconsistent with
the subject or context, bear the same meanings in these
presents.

2. The number of members with which the Association
proposes to be registered is not more than 50 but the
Council may from time to time register an increase of
members.

3. The provisions of section 110 of the Act shall be
observed by the Association, and every member of the
Association shall either sign a written consent to
become a member or sign the register of members on
becoming a member.

4. The Association is established for the purposes
expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association
and all owners who apply in writing for membership shall
be members of the Association. Where two or more
persons are the lessees of one flat they shall together
constitute one member and the person whose name first
appears on the register of members shall exercise the
voting and other powers vested in such member

6. Until all of the owners become members the owners
shall not be entitled to exercise any voting rights

including the cleaning and lighting of the common parts the cleaning of the windows the repair renewal replacement and maintenance of fixtures and fittings the placing and maintaining of policies of insurance in respect of the premises against loss or damage by all risks covered by a normal comprehensive policy of insurance and the placing and maintaining of policies of insurance against all third party claims normally included under Property Owners liability policies the payment of rates outgoings and other charges and assessments which may become payable in respect of the premises.

(D) To make rules and regulations for the observance of members of the Company for the use and control of the property.

(E) To borrow and raise money for the purpose of the company on such terms and on such security as may be thought fit

(F) To do all such other things as are incidental or conducive to the attainment of the above objects or are calculated to enhance the value and beneficial advantage of the property and the flats comprised in the building(s) thereon.

4. The liability of the members is limited

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Association 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 contributaries among themselves such amount as may be required not exceeding 25 00

persons in whom from time to time are vested leases for terms granted originally for not less than 99 years of flats in the block(s) of flats erected on the premises. Section 23 of the Companies Act shall not apply to this paragraph.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association

Names, addresses and Descriptions of Subscribers

O.T.S. Panton,
60 Elstow Road,
Kempston,
Bedford.

Director

A. Bebbington,
9 Biddenham Turn,
Bedford.

Director

DATED the 22nd day of December One thousand Nine hundred and seventy-six

Witness to the above signatures:-

M.J. Watts,
4 George Street West,
LUTON, Bedfordshire.

Articled Clerk

soon as all of the owners have become members.

A member shall cease to be such on ceasing to be an owner and on the registration as a member of his successor in title. Subject as aforesaid no member shall cease to be a member of the Association.

7. The trustee in bankruptcy of any bankrupt member or personal representative of any deceased member shall be entitled to become a member if, at the time of his application for membership, such bankrupt member or deceased member was an owner.

GENERAL MEETINGS

8. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

10. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by section 132 of the Act

11. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a special Resolution and fourteen days notice in writing at the least of every other General

day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members personally present shall be a quorum. Provided always that while the subscribers continue to be members two members being the subscribers shall constitute a quorum

shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

16. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair they shall choose some member of the Association who shall be present to preside.

17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, a notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman by at least three members present in person or by prox

all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution had been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

22. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

23. Subject as hereinbefore provided, every member shall have one vote.

24. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect

either personally or by proxy or as a proxy for another member at any General Meeting.

25. Votes may be given on a poll either personally or by proxy. Save as hereinafter provided on a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a member. A proxy who is also a mortgagee or chargee of a member's leasehold interest in a flat comprised in the property or a representative of such mortgagee or chargee shall be a Special Proxy and shall have the right to speak at meetings of the Company and to vote upon a show of hands.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

28. A vote given in accordance with the terms of an

of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

COUNCIL OF MANAGEMENT

*Amendment -
Resolution passed
at A.G.M.
9/12/93*

29. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than ~~seven~~ ^{five} nor more than eleven.

30. Notwithstanding Article 29 the first members of the Council shall be the subscribers to the Memorandum of Association

31. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election

32. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council

POWERS OF THE COUNCIL

33. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents to

aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in the General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

34. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

35. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

36. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in

signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

37. The office of a member of the Council shall be vacated:-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association
- (D) If by notice in writing to the Association he resigns his office
- (E) If he ceases to hold office by reason of any order made under Section 188 of the Act
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

38. Section 185 of the Act shall not apply

ROTATION OF MEMBERS OF THE COUNCIL

39. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

40. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

41. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill

at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

42. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

43. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase

44. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been

business adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined seven shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

46. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

47. The Chairman for the time being of the Association shall be the Chairman of the Council and shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

48. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Association for the time being invested in the Council generally.

49. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall

regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superceded by any regulations made by the Council.

50. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

51. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

52. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

53. The Council shall cause proper books of account to be kept with respect to:-

(A) All sums of money received and expended by

Association; and

(C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

54. The books of account shall be kept at the office, or, subject to section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

55. The books of account shall be open to the inspection of any members of the Association on reasonable notice.

Resolution passed at Special General Meeting of the Company held on 30th November 1992 to amend Item 56 of the Articles of Association to read as follows:

"56. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date."

~~same date.~~ Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting subject nevertheless to the provisions of section 158(1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed

inspection and be read before the meeting as required by section 162 of the Act.

AUDIT

57. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

58. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as directors mentioned in those sections

NOTICES

59. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

60. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notice from the Association.

61. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly

PRIVATE COMPANY

62. The Association is a Private Company and accordingly:-
- (A) The number of members for the time being of the Association is not to exceed fifty.
 - (B) The Association shall not offer any of its shares (if and so long as the Association shall have any share capital) or any of its debentures to the public for subscription.
 - (C) If and so long as the Association shall at any time have any share capital, the Council may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share of the Association

Names, Addresses and Description of Subscribers

O.T.S. Panton,
60 Elstow Road,
Kempston,
Bedford.

Director

A. Bebbington,
9 Biddenham Turn,
Bedford.

Director

DATED the 22nd day of December One thousand Nine hundred and seventy-six

WITNESS to the above signatures:-

M.J. Watts,
4 George Street West,
LUTON,
Bedfordshire.

Articled Clerk