

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

178 EWELL ROAD LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Passed the 22nd day of March 2011

On the 22nd day of March 2011 the following resolution in writing (such resolution to have effect as a Special Resolution) was duly passed by the sole member of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 -

SPECIAL RESOLUTION

"THAT the Articles of Association in the form set out in the document attached to this resolution be and are adopted as the new Articles of Association of the Company in substitution and to the exclusion of the existing Articles of Association of the Company "



**For and on behalf of Pennsec Limited
Company Secretary**

FRIDAY



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01/07/2011

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COMPANIES HOUSE

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF**

178 Ewell Road Limited

Company No. 07572626

Incorporated 22 March 2011

(Articles adopted by Special Resolution 22 March 2011)



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S O L I C I T O R S

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The Companies Act 2006
Company Limited by Guarantee

ARTICLES OF ASSOCIATION

of

178 EWELL ROAD LIMITED

1. The Companies (Model Articles) Regulations 2008

The regulations contained in the Companies (Model Articles) Regulations 2008 shall apply to the company, except in so far as they are modified or excluded by these Articles

2. Definitions

2 1 The following definitions apply in these Articles

Act means the Companies Act 2006, but so that any reference in these Articles 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,

Regulation means a regulation in The Companies (Model Articles) Regulations 2008

2 2 Interpretation

2 2 1 In this Articles -

"the Act" means the Companies Act 2006, but so that any reference in these Articles 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

"the Estate" any land, building or premises for the time being owned and/or managed or administered by the Company,

"dwelling" means any residential unit comprised in the Estate,

"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

3. Limited liability

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

4. Members

4.1 The subscriber to the Memorandum of Association shall be a Member of the Company. A subscriber may nominate any person to succeed him as a Member of the Company and any person so nominated (other than a dwellingholder) 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 become entitled to be admitted as a Member and shall have complied with either of the signature provisions set out in Article 4.3.

4.2 The subscriber to the Memorandum of Association and any person nominated to be a Member under Article 4.1 shall, if not himself a dwellingholder, cease to be a Member as soon as dwellingholders for all the dwellings have become Members.

4.3 The provisions of Section 123 of the Act shall be observed by the Company and every Member of the Company other than the subscriber 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, 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

- 4 4 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
- 4 5 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

5. General Meetings and Resolutions

- 5 1 Every notice convening a General Meeting shall comply with the provisions of Section 325(1) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company
- 5 2 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved

6. Votes of Members

Every Member present in person or by proxy at a General Meeting shall have one vote PROVIDED that where no dwellingholder exists in respect of any dwelling, those Members who are subscribers to the Memorandum of Association or who become Members as a result of having been nominated under Article 4 1 or, if there is only one such Member or person nominated under Article 4 1, 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 dwelling in addition to their own vote or votes as Members

7. Appointment of Directors

7 1 Unless and until otherwise determined by Ordinary Resolution in General Meeting of the Company the number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company, and Article 11(2) of the Model Articles shall be modified accordingly.

7 2 Save for the persons who are deemed to have been appointed as the first Directors of the Company on incorporation pursuant to Section 16(6) of the Act, no person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Director.

7 3 No Member shall be appointed a Director at any General Meeting unless either -

7 3 1 he is recommended by the Directors, or

7 3 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, a notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that Member for appointment, together with notice signed by that Member of his willingness to be appointed.

7 4 Subject to Article 7 3 above, the Company may by Ordinary Resolution in General Meeting appoint any Member who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

7 5 The Directors may appoint a Member who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

8. Borrowing Powers

The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

9. Alternate Directors

9 1 No person who is not a Member of the Company shall be capable of being appointed

an alternate Director

9 2 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct

9 3 A Director, or any other Member approved by resolution of the Directors and willing to act, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present

10. Disqualification Of Directors

The office of a Director shall be vacated if he ceases to be a Member of the Company and Article 18 of the Model Articles shall be modified accordingly

11. Proceedings Of Directors

11 1 A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

11 2 Article 14 of the Model Articles shall not apply to the Company

12. The Seal

If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director

13. Indemnity

13 1 Every Director or other officer or Auditor of the Company shall be indemnified out of

the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 661 or Section 1157 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 532 of the Act

- 13 2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 532 of the Act

14. Rules Or Byelaws

- 14 1 The Directors may from time to time make such Rules or Byelaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Byelaws regulate -

14 1 1 the admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees, charges, contributions or payments to be made by Members,

14 1 2 the conduct of Members of the Company in relation to one another, and to the Company and to the Company's servants or agents,

14 1 3 the setting aside of the whole or any part or parts of the Estate at any particular time or times or for a particular purpose or purposes,

14 1 4 the procedure at General Meetings and Meetings of the Directors and committees of the Directors of the Company in so far as such procedure is not regulated by these Articles,

14 1 5 and, generally, all such matters as are commonly the subject matter of Company Rules or rules or regulations appropriate to property of a similar

nature and type as the Estate

The Company in General Meeting shall have power to alter or repeal the Rules or Byelaws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Byelaws, which so long as they shall be in force, shall be binding on all Members of the Company Provided, nevertheless, that no Rule or Byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles of Association of the Company