

Company Number 08272655

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

2A AND 2B ROSSITER ROAD LIMITED

WEDNESDAY



A1L7J261

A14

07/11/2012

#168

COMPANIES HOUSE


Passed the 6th November 2012

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office of the Company on the 6th November 2012 the following SPECIAL RESOLUTION was duly passed.-

RESOLUTION.

"That, the company adopt new Memorandum & Articles of Association as attached.

**SAME DAY COMPANY SERVICES LIMITED
9, PERSEVERANCE WORKS
KINGSLAND ROAD
LONDON E2 8DD
TEL: 0870 22 00 825
www.samedaycompany.co.uk**


Chairman

Company Number:- 08272655

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES ASSOCIATION

of

2A AND 2B ROSSITER ROAD LIMITED

Strain Keville

Solicitors

34 Newman Street London W1T 1PZ

020 7323 5000 fax 020 7636 0111

Ref AJS/JL/P 10625

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

(As amended by Special Resolution dated 6th November 2012)

of

2A AND 2B ROSSITER ROAD 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

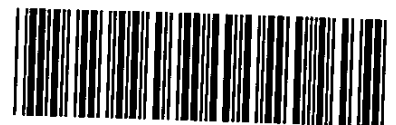
Names of subscribers

Andrew John Strain

Velislava Rumenova Petkova

Dated 29th day of October 2012

WEDNESDAY



A14 *A1L7J25L* 07/11/2012 #166
COMPANIES HOUSE

THE COMPANIES ACT 2006
Private Company Limited by Guarantee

ARTICLES OF ASSOCIATION
OF

2A AND 2B ROSSITER ROAD LIMITED

1 PRELIMINARY

1 1 The model articles of association for private companies limited by guarantee contained in Schedule 2 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 this article and the articles set out below shall be the Articles of Association of the Company ("Articles")

1 2 In these Articles -

1 2 1 any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force,

1 2 2 headings used are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles,

1 2 3 unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa and references to one gender shall include all others

1 3 Model Articles 3, 13, 14, 17(1), 18(d) and (e), 19(5), 21, 21(1) and 30(4) do not apply to the Company

1 4 -

1 4 1 Any member of the Company being a corporation may attend a meeting of the Company by corporate representative,

1 4 2 A corporate representative shall be appointed by the order of the directors of the corporation concerned and which appointment is confirmed in writing signed by two directors or the director and the secretary of that corporation and which must be delivered to the Company not less than 48 hours before the time for holding the meeting or adjourned meeting,

1 4 3 The Company shall assume that such confirmation is valid, unless the contrary is shown

1 4 4 If the Company at the relevant meeting does assume its validity no objection shall be taken by any member of the Company in respect of anything occurring at a meeting which is passed or confirmed by resolution of a majority present including the corporate representative

2 DEFINED TERMS

Model Article 1 shall be varied by the inclusion of the following definitions -

- | | | |
|-------|------------------------------------|---|
| I | alternate | means an alternate director appointed pursuant to Article 11 1 |
| II | appointor | has the meaning given in Article 11 1 |
| III | Articles and Model Articles | shall have the respective meanings given in Article 1 1 above |
| IV | Freehold | means the freehold reversion of the Flats and the Managed Property as the same is intended to be transferred to the Company by the Freehold Transfer |
| V | Freehold Transfer | means the intended transfer of the Freehold subject to (<i>inter alia</i>) the Flat Leases |
| VI | Flat Owner | means the person or persons who are registered at HM Land Registry as the proprietor of one of the Flats (but in no case the Company) and "Flat Owners" shall be construed accordingly |
| VII | Flats | means the flats known as 2A and 2B Rossiter Road, London SW12 9RU and reference to "Flat" shall be a reference to either of them |
| VIII. | Flat Leases | means the intended leases of the Flats and "Flat Lease" shall be construed accordingly |
| IX | Managed Property | means all the property intended to be transferred to the Company by the Freehold Transfer not demised by the Flat Leases including without limitation to the generality of the foregoing any areas, drains, sewers, lighting, security, solar panels, digital aerial and any associated facilities of any of them not used exclusively by either of the Flats |
| X | secretary | means the secretary of the Company, if any, appointed in accordance with Article 10 1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary |
| XI | 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

3 1 The Company's objects are -

- 3 1 1 to acquire, hold, manage and administer the Freehold either on its own account or as trustee, nominee or agent of any other company or person as may be required or requisite under the Freehold Transfer,
- 3 1 2 to acquire and deal with and take options over any property, real or personal, including the Freehold, 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 1 3 to collect all rents and other monies and to pay any rates, taxes, charges, duties, levies, assessments or other outgoings of whatsoever nature charged, assessed or imposed on the Company in respect of the Freehold or any part or parts of any of it,
- 3 1 4 to provide services of every description in relation to the Freehold as may be required or requisite under the Freehold Transfer and/or the Flat Leases and to enter into contracts with and/or to employ appropriate persons or companies to do so,
- 3 1 5 to insure the Managed Property or any other property of the Company or in which it has an interest 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 1 6 to establish and maintain under the powers in the Freehold Transfer and/or the Flat Leases 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 may from time to time be determined

4 SUBSCRIBERS AND NOMINATED PERSONS

Each of those members who became members as the subscribers to the Memorandum of Association or as a result of having been nominated under Article 12 2 shall -

- 4 1 be a director of the Company, and
- 4 2 on any vote or poll of the members or of the directors of the Company, have ten votes, and
- 4 3 be exempt from the provisions of Articles 6.1, 6 2, 12 7, 12 8, 13 2, 13 3 and 16 2, and
- 4 4 in any event be a quorum at any meeting (members or directors) and Article 15 shall not apply to any meeting attended by such a member

5 DIRECTORS' GENERAL AUTHORITY

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 1

6 APPOINTMENT AND PROCEEDINGS OF DIRECTORS

6 1 Unless otherwise determined by members by special resolution, the number of directors (other than alternate directors) shall not be more than two and they shall be each Flat Owner who is registered as a member of the Company and if a Flat Owner consists of two or more persons the person first named in the register of members of the Company shall be appointed a director of the Company to the exclusion of the other joint Flat Owner(s)

6 2 The directors of the Company shall have one vote each.

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 4 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said 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

7 1 Model Article 8(2) shall be amended by the deletion of the words "copies of which have been signed by each eligible director" and the substitution of the following "where each eligible director has signed one or more copies of it" in its place. Model Article 8(4) shall be read accordingly

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 Companies Act 2006 ("First Director") and any person nominated by the First Director to succeed him as a director of the Company (and any person so nominated (other than a Flat Owner) shall have the

same power to nominate a person to succeed him as if he had been a First Director), no person who is not a member of the Company shall hold office as a director

- 8 2 Each Flat Owner who is permitted by law to be a director, shall be appointed a director provided always that if a Flat Owner consists of two or more persons the person first named in the register of members of the Company shall be appointed a director of the Company to the exclusion of the other joint Flat Owners

9 TERMINATION OF DIRECTOR'S APPOINTMENT

In addition to the events terminating a director's appointment set out in Model Articles 18(a) to (c) Inclusive and (f), a person ceases to be a director as soon as -

- 9 1 that person is, or may be suffering from mental disorder and either -

9 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 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,

- 9 2 he ceases to be a member of the Company

10 SECRETARY

- 10 1 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 -

(a) exercise that director's powers, and

(b) 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 -

(a) identify the proposed alternate, and

(b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the appointor's alternate

11 2 -

11 2 1 An alternate 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 2 2 Except as these Articles specify otherwise, alternate directors -

- (a) are deemed for all purposes to be directors,
- (b) are liable for their own acts or omissions,
- (c) are subject to the same restrictions as their appointors, and
- (d) are not deemed to be agents of or for their appointors

11 2 3 A person who is an alternate but not a director -

- (a) 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
- (b) 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),

11 2 4 No alternate may be counted as more than one director for the purposes of Article 11 2 3

11 2 5 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 2 6 Model Article 20 is modified 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 3 An alternate's appointment terminates,

11 3 1 when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,

11 3 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 3 3 on the death of his appointor,

11 3 4 when his appointor's appointment as a director terminates, or

11 3.5 when his appointor ceases to be a member

12 MEMBERSHIP

12 1 Save as is otherwise provided in this Article 12, no persons other than Flat Owners may be registered as members of the Company

- 12 2 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 (other than a Flat Owner) shall have the same power to nominate a person to succeed him as if he had been a subscriber.
- 12 3 Each subscriber to the Memorandum of Association and any person nominated to be a member under Article 12 2 shall, if not himself a Flat Owner, resign as a member after the Flat Owner of each of the two Flats has been entered in the register of members of the Company and the Freehold Transfer has been completed.
- 12 4 Each Flat Owner shall submit to the Company a signed written application or consent to be, and accordingly shall be registered as, a member of the Company. In the case of joint Flat Owners, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint Flat Owner(s), and seniority shall be determined by the order in which the names of the Flat Owners stand in the register of members.
- 12 5 A mortgagee in possession is entitled to be registered as a member in place of a Flat Owner on serving a notice in writing to the Company requesting such registration, together with a certificate confirming that possession has been taken of that Flat Owner's Flat and an official copy of the Charges Register of Title to the Flat 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 Flat Owner shall cease to be a member of the Company and the mortgagee in possession shall be entered in the register of members in the books of the Company in place of that Flat Owner.
- 12 6 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 provided that he or they shall for the time being be a Flat Owner.
- 12 7 A member may not resign while holding, whether alone or jointly with others, an interest in either Flat. A member's membership of the Company terminates on the disposal by him of his interest in a Flat and the registration of a successor.
- 12 8 Members shall have one vote for each Flat, which shall be exercised by the person who is registered as a member of the Company and if two or more persons only the person first named in the register of members in the books of the Company.

13 WRITTEN RESOLUTION OF MEMBERS

13 1 -

13 1 1 Subject to Article 13 1 2, a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.

13 1 2 The following may not be passed as a written resolution and may only be passed at a general meeting;

- (a) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office, and

- (b) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office

13 2 Subject to Article 13 3, on a written resolution members have votes as set out in Article 12 8

13 3 No member may vote on a written resolution unless all moneys currently due and payable by that member to the Company have been paid

14 NOTICE OF GENERAL MEETINGS

14 1 -

14 1 1 Every notice convening a general meeting of the Company must comply with the provisions of,

- (a) section 311 of the Companies Act 2006 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

- (b) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies

14 1 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 QUORUM AT GENERAL MEETINGS

15 1 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 proxy or, in the event that the member is a corporation, by corporate representative, is a quorum

15 2 If and for so long as the Company has 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 proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum

15 3 Model Article 27(1) is modified 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 therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved "

16 VOTING AT GENERAL MEETINGS

16 1 Subject to Articles 16 2 and 16 3, on a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person or by proxy has the same number of votes as set out in Article 12 8

16 2 No member may vote on a resolution in general meeting unless all moneys currently due and payable by that member to the Company have been paid

16 3 Polls must be taken at the general meeting at which they are demanded and in such procedural manner as the chairman directs

17 DELIVERY OF PROXY VOTES

Model Article 31(1) is modified, such that a "proxy notice" (as defined in Model Article 31(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 Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website

18 2 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 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 18 3, no account shall be taken of any part of a day that is not a working day

19 COMPANY SEALS

Model Article 35(3) is modified by the deletion of all words which follow the "," after the word "document" and their replacement with "and witnessed by two authorised persons or if the Company does not have a Common Seal or the directors decide not to use it then by one authorised person in the presence of a witness who attests the signature

20 RULES

- 20 1 The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating -
- 20 1 1 the conduct of members of the Company in relation to one another, and to the Company's officers and employees,
 - 20 1 2 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
 - 20 1 3 any and all other matters as are commonly the subject matter of company rules
- 20 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
- 20 3 Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force
- 20 4 The Company in general meeting may alter or repeal any rules made by the directors in accordance with this Article
- 20 5 Nothing in this Article 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 Companies Act 2006 applies