

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

OF

SPIRES (LANGHAM) MANAGEMENT COMPANY LIMITED (Company)

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. INTERPRETATION

The following definitions and rules of interpretation apply in these Articles:

1.1 Definitions:

Act: means the Companies Act 2006;

Articles: means the Company's articles of association for the time being in force;

bankruptcy: includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Business Day: means a day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Conflict: means a situation in which a director has or can have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Company.

director: means a director of the Company and includes any person occupying the position of director, by whatever name called;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

dwellingholder: means the person or persons to whom a lease has been granted or assigned or who holds the fee simple of a dwelling comprised in the development on Ruddle Way, Langham, Rutland and so that whenever two or more persons are for the time being joint dwellingholders of a dwelling they shall for all the purposes of these Articles be deemed to constitute one dwellingholder.

electronic form: has the meaning given in section 1168 of the Act;

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding, in relation to the authorisation of a Conflict pursuant to article 15, any director whose vote is not to be counted in respect of the particular matter);

Eligible Member: has the meaning given in section 289 of the Act;

Interested Director: has the meaning given in article 15.1;

Member: means a person whose name is entered as a member in the register of members of the Company, and Membership shall be construed accordingly;

Memorandum: means the Company's memorandum of association;

ordinary resolution: has the meaning given in section 282 of the Act;

participate: in relation to a directors' meeting, has the meaning given in Model Article 10;

proxy notice: has the meaning given in Model Article 31;

secretary: means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

special resolution: has the meaning given in section 283 of the Act;

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 A reference to a statute or statutory provision shall include any subordinate legislation made from time to time under that statute or statutory provision.
- 1.6 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the word's description, definition, phrase or term preceding those terms.

2. OBJECTS

The objects for which the Company is established are to manage two plots of land:

- 2.1 the 'Open Space' behind properties 1 to 7;
- 2.2 the 'Wildlife Corridor' behind numbers 35 to 47 with the entrance between numbers 35 and 37; and

to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects.

3. POWERS

- 3.1 The Company has the power to:
 - 3.1.1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;

- 3.1.2 borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;
- 3.1.3 invest and deal with the funds of the Company not immediately required for its operations in or on such investments, securities or property as may be thought fit;
- 3.1.4 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- 3.1.5 lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan on such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;
- 3.1.6 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;
- 3.1.7 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same;
- 3.1.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.9 provide and assist in the provision of money, materials or other help;
- 3.1.10 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.11 incorporate subsidiaries to carry on any trade; and
- 3.1.12 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 2.

4. INCOME

- 4.1 The income of the Company, from wherever derived, shall be applied solely in promoting the Company's objects and, save on a winding up of the Company, no distribution shall be made to its Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:
 - 4.1.1 reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - 4.1.2 reasonable out-of-pocket expenses properly incurred by any director.

5. GUARANTEE

5.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for:

5.1.1 payment of the Company's debts and liabilities contracted before he ceases to be a Member;

5.1.2 payment of the costs, charges and expenses of winding up; and

5.1.3 adjustment of the rights of the contributories among themselves.

DIRECTORS' POWERS AND RESPONSIBILITIES

6. DIRECTORS' GENERAL AUTHORITY

Subject to the articles, the directors are responsible for the management of the company's business in accordance with its objects, for which purpose they may exercise all the powers of the company.

7. MEMBERS' RESERVE POWER

7.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

7.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

8. DIRECTORS MAY DELEGATE

8.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

8.1.1 to such person or committee;

8.1.2 by such means (including by power of attorney);

8.1.3 to such an extent;

8.1.4 in relation to such matters; and

8.1.5 on such terms and conditions;

as they think fit.

8.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

8.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. COMMITTEES

9.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

9.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

10. UNANIMOUS DECISIONS

- 10.1 A decision of the directors is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
- 10.2 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.
- 10.3 A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at such a meeting.

11. CALLING A DIRECTORS' MEETING

- 11.1 Any director may call a directors' meeting by giving 14 days' notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 11.2 Notice of any directors' meeting must indicate:
 - 11.2.1 its proposed date and time;
 - 11.2.2 where it is to take place; and
 - 11.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 11.3 Notice of a directors' meeting must be given to each director but need not be in writing.
- 11.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 11.5 The directors' may hold a meeting less than 14 days after the notice in article 11.1 if all directors agree in writing.

12. QUORUM FOR DIRECTORS' MEETINGS

- 12.1 The quorum for the transaction of business at a meeting of directors is any two Eligible Directors.
- 12.2 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - 12.2.1 to appoint further directors; or
 - 12.2.2 to call a general meeting so as to enable the Members to appoint further directors.

13. CHAIRING OF DIRECTORS' MEETINGS

- 13.1 The directors may appoint a director to chair their meetings.
- 13.2 The person so appointed for the time being is known as the chairman.
- 13.3 The directors may terminate the chairman's appointment at any time.

13.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

14. CASTING VOTE

If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman of the board shall not have a casting vote.

15. DIRECTORS' CONFLICTS OF INTEREST

15.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15.2 But if article 15.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

15.3 This paragraph applies when:

15.3.1 the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process; or

15.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

15.4 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

16. RECORDS OF DECISIONS TO BE KEPT

16.1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

16.2 The record may be kept electronically and any Member may request to inspect the records in accordance with section 358 of the Act.

17. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

18. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors provided all such actions are in compliance with the Act.

APPOINTMENT OF DIRECTORS

19. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be less than three.

20. APPOINTMENT OF DIRECTORS

20.1 Without prejudice to article 20.1 but subject to article 20.4, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

20.1.1 by ordinary resolution; or

20.1.2 by a decision of the directors.

20.2 In any case where, as a result of death, the Company has no Members and no directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a director.

20.3 For the purpose of article 20.2, where two or more Members die in circumstances rendering uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

20.4 Every director must be a Member.

21. TERMINATION OF DIRECTOR'S APPOINTMENT

21.1 A person ceases to be a director as soon as:

21.1.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;

21.1.2 a bankruptcy order is made against that person;

21.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

21.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

21.1.5 notification is received by the Company from the director that the director is resigning from office and such resignation has taken effect in accordance with its terms; or

21.1.6 he ceases to be a Member.

22. DIRECTORS' REMUNERATION

Except with the consent of the Company in general meeting, the directors shall not be entitled to any remuneration. Any resolution giving such consent shall specify the amount of remuneration to be paid to the directors and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

23. DIRECTORS' EXPENSES

23.1 The Company may pay any reasonable expenses which the directors (including alternate directors) and the secretary properly incur in connection with their attendance at:

23.1.1 meetings of directors or committees of directors;

23.1.2 general meetings; or

- 23.1.3 separate meetings of the holders of any class of Members or debentures of the Company,
- 23.2 or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

MEMBERSHIP

24. MEMBERSHIP

- 24.1 The number of Members shall be 53 unless the directors may from time to time register an increase in Members.
- 24.2 No person may be a Member other than if they are a dwellingholder.
- 24.3 A dwellingholder shall cease to be a Member on the registration of his successor in title to his dwelling and shall not resign as a Member while holding, whether alone or jointly with others, a legal estate in any Dwelling.
- 24.4 If a Member shall die to be adjudicated bankrupt or if a Company going into liquidation or it a dwellingholder's mortgage rightfully exercises its powers the dwellingholder's legal personal representative or representatives of the trustee in his bankruptcy or Liquidator or Mortgagee shall be entitled to be registered as a Member provided that he or they shall for the time being constitute a dwellingholder.
- 24.5 Where two or more persons are jointly the owners of a Dwelling they together constitute one Member, and the person first named in the register of members may exercise all voting and other rights and powers vested in that Member to the exclusion of the other the other owners.

25. APPLICATIONS FOR MEMBERSHIP

- 25.1 No person shall become a Member unless he has completed an application for Membership in a form approved by the directors from time to time. A letter shall be sent to each successful applicant confirming his Membership and the details of each successful applicant shall be entered into the register of members.
- 25.2 Membership shall not be transferable.

ORGANISATION OF GENERAL MEETINGS

26. GENERAL MEETINGS

- 26.1 The Company shall not be obliged to hold an Annual General Meeting.
- 26.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 26.3 The directors may whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on a request from any Member or, in default, may be convened by the requesting Member, as provided by section 303 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

- 26.4 The directors shall comply with section 304 of the Act when a request is received. In all other cases an Extra Ordinary Meeting shall be called by at least twenty-one days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.
- 26.5 Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 75 per cent of the total voting rights at that meeting of all the Members.
- 26.6 The accidental omission to give notice of a meeting to, or the non-receipt of the notice of meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

27. PROCEEDINGS AT GENERAL MEETINGS

- 27.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and Auditors, the election of directors and the appointment of, and the fixing of the remuneration, of the Auditors.
- 27.2 No business shall be transacted at any General Meeting unless a quorum of the Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three Members present in person or by proxy shall be a quorum.
- 27.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, 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 to such other day and at such other time and place as the directors may determine.
- 27.4 The chairman, if any, of the Board of directors shall preside as chairman at every General Meeting of the Company, or if there is no chairman for the time being, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect some other director to be chairman of the meeting. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the Members present shall choose one of their number to be chairman of the meeting.
- 27.5 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.
- 27.6 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 on the declaration of the result of the show of hands) demanded:

- 27.6.1 by the chairman; or
- 27.6.2 by at least two Members present in person or by proxy; or
- 27.6.3 by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 27.7 Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
- 27.8 Except as provided in article 27.10 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the results of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- 27.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 27.10 A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 27.11 Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

COMPANY SECRETARY AND COMPANY NAME

28. SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and on such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

29. CHANGE OF COMPANY NAME

29.1 The name of the Company may be changed by:

29.1.1 a decision of the directors; or

29.1.2 a special resolution of the Members

29.2 or otherwise in accordance with the Act.

ADMINISTRATIVE ARRANGEMENTS

30. MEANS OF COMMUNICATION TO BE USED

30.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for

documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

30.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

30.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

31. COMPANY SEALS

The seal shall not be affixed to any instrument except by the authority of a resolution of the directors or of a committee of directors authorised by the directors on their behalf, and subject as hereinafter mentioned every instrument to which the seal shall be affixed be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors as an Authorised Signatory for that purpose.

32. SENDING ACCOUNTS AND OTHER RECORDS

The Company may send the accounts and other records to the Members electronically or via its website in accordance with section 1144 (2) of the Act and Parts 3 and 4 of Schedule 5 of the Act.

33. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

34. INDEMNITY AND INSURANCE

34.1 Subject to article 34.2, a director of the company may be indemnified out of the Company's assets against:

34.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;

34.1.2 any liability incurred by that director in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and

34.1.3 any other liability incurred by that director as an officer of the Company.

34.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

34.3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

34.4 In this article:

34.4.1 a **relevant director** means any director or former director of the Company; and

34.4.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company.