

No. of Company 5400839
THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

MAPLE (251) LIMITED

(Amended 20 August 2018)



PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) Clauses 2 to 35 (inclusive), 38, 41, 44, 54, 55, 57, 59, 64, 73 to 80 (inclusive) 94 to 97 (inclusive) 102 to 108 (inclusive), 110, 114, 116, 117 and 118 in Table A shall not apply to the Company.

INTERPRETATION

2. (a) In these articles:

"the Act" means the Companies Acts 1985 as amended by the Companies Act 1989, 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" means any reversionary lease or freehold reversion owned by the Company and any other property for the time being owned and/or managed and/or administered by the Company;

"dwelling"	meaning 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

- (b) Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

MEMBERS

3. 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 and any nominee of such person 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 complied with either of the signature provisions set out in Article 5.
4. Each subscriber to the Memorandum of Association and any person nominated to be a Member under Article 3, if not himself a dwellingholder, shall cease to be a Member as soon as the reversionary lease or freehold reversion of the Estate has been transferred to the Company.
5. The provisions of Section 352 of the Act shall be observed by the Company and every Member of the Company other than the subscribers 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 and 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.
6. 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.
7. 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.

GENERAL MEETINGS AND RESOLUTIONS

8. (a) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a Member as Director shall be called by at least 21 clear days notice. All other Extraordinary General Meetings shall be called by at least 14 clear days notice but a General Meeting may be called by a shorter notice if it is so agreed:
 - (i) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (ii) in the case of any other General Meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than 95% of the total voting rights at the Meeting of all the Members.
 - (b) The notice shall specify the time and place of the Meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.
 - (c) Save as provided in Article 11 the notice shall be given to all Members and to the auditors of the Company and to every person, being a legal personal representative or a trustee in bankruptcy of a Member where the Member, but for his death or bankruptcy, would be entitled to receive notice of the Meeting.
 - (d) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
 - (e) Any Member of the Company entitled to attend and vote at General Meeting shall be entitled to appoint another person (whether a Member or not as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the Member to speak at the Meeting. Every notice convening a General Meeting shall comply with provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies.
9. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.
 - (b) The quorum for Annual and Other General Meetings shall be set at the number of appointed Directors plus a minimum of 5 other voting members.

- (c) 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.
10. Clause 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom.

VOTES OF MEMBERS

11. Every Member present in person or by proxy at a General Meeting shall have one vote PROVIDED that where the reversionary lease or freehold reversion of the Estate has not been transferred to the Company, those Members who are not subscribers to the Memorandum of Association or who did not become Members as a result of having been nominated under Article 3 shall not be entitled to vote or to receive notice of or attend at Meetings.

APPOINTMENT OF DIRECTORS

12. (a) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.
- (b) The duration of Director appointments shall be as follows after which elections/re-elections shall take place at the Annual General Meeting
- (i) Officer appointments: 3 years
 - (ii) House and Apartment owner appointments: 2 years
- Directors shall remain in post until the election of their successors (or their re-election) takes place at the Annual General Meeting. Director (Officer) appointments of Chair, Company Secretary and Finance (Probity and Scrutiny) shall be staggered by one year.
- (c) No person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Director after the first General Meeting of the Company following the transfer of the Estate and any persons being Directors but not Members shall automatically retire at that Meeting.
- (d) Clause 83 in Table A shall be read and construed as if the words "of any class of shares or" were omitted therefrom
- (e) No Member shall be appointed a Director at any General Meeting unless either:
- (i) he is recommended by the Directors; or

- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, 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 executed by that Member of his willingness to be appointed.
- (f) Subject to paragraph (e) 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.
- (g) 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, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (a) above as the maximum number of Directors for the time being.

BORROWING POWERS

- 13. 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 any third party.

ALTERNATE DIRECTORS

- 14. (a) No person who is not a Member of the Company shall be capable of being appointed an alternate Director. Clause 65 in Table A shall be modified accordingly.
- (b) 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 appointer as such appointer may by notice in writing to the Company from time to time direct and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (c) 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 any committee of Directors to one vote for every Director whom he represents in addition to his vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated if he ceases to be a Member of the Company or if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

16. The Directors may exercise the powers of the Company conferred by Clause 3(j) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them by reason of the exercise of any such powers.

PROCEEDINGS OF DIRECTORS

17. 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.

MINUTES

18. Clause 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom.

NOTICES

19. Clause 112 in Table A shall be read and construed as if the second sentence was omitted therefrom.
20. Clause 113 in Table A shall be read and construed as if the words "or if the holders of any class of shares in the Company" were omitted therefrom.

INDEMNITY

21. Every Director or other officer 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 judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 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. This Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

RULES OR BYELAWS

22. 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:
- (i) the admission and classification of Members of the Company, the rights and privileges of such Members, 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;
 - (ii) the conduct of Members of the Company in relation to one another, to the Company and to the Company's servants or agents;
 - (iii) 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;
 - (iv) the procedure at General Meetings and Meetings of the Directors and committees of the Directors of the Company insofar as such procedure is not regulated these Articles;
 - (v) generally, all such matters as are appropriately the subject matter of rules or regulations relating to the Estate.
23. The Company in General Meeting shall have the power to alter or revoke 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. No Rule or Byelaw shall be inconsistent with, or shall affect or purport to revoke anything contained in, the Memorandum Articles of Association of the Company.
24. (a) Any Member with their Member contributions more than 3 months in arrears shall not be permitted to vote on any proceedings or resolutions or participate at any General or Extraordinary Meetings until such contributions are paid in full.
- (b) Late payment charges and interest may be added to contributions outstanding.
25. The rights of access across Maple (251) Limited land (the roads and footpaths comprising the Amenity Land) of any Member, joint owners, their tenants and visitors shall be suspended in respect of any property with associated Member contributions being more than 3 months in arrears until such contributions are paid in full.