

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
THE SOUTHDEAN ESTATE LIMITED

**PRELIMINARY**

**1 In these Articles**

- i "the Act" means the Companies Acts 1985 and 1989, and any amendment, extension or re-enactment thereof for the time being in force,
- ii "the Articles" means these Articles of Association or such as are in force from time to time,
- iii "the Board" means the Board of Directors of the Company,
- iv "the Company" means THE SOUTHDEAN ESTATE LIMITED,
- v "Member" means a Member for the time being of the Company,
- vi "the Office" means the Registered Office for the time being of the Company,
- vii "the Seal" means the common seal of the Company if it has one,
- viii "the United Kingdom" means Great Britain and Northern Ireland,
- ix expressions referring to "writing" shall, unless otherwise stated, be construed as including references to printing, lithography and other means of representing or reproducing words in a visible form,
- x words importing the singular shall include the plural, and vice versa, words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations

**MEMBERSHIP**

- 2 The Company is established for the purposes outlined in the Memorandum of Association
- 3 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to Membership in accordance with the Articles shall be Members
- 4 Any person who is the legal owner of a freehold or leasehold interest in any part of The Southdean Estate shall automatically become a Member

### **ASSOCIATE MEMBERSHIP**

- 5 The Directors are authorised to admit tenants, resident for any period longer than one year, of any property in Southdean Estate into Associate Membership of the Company. Associate Members shall not be entitled to vote at general meetings but upon making application to the Company in such form, if any, as the Directors may require, may be allowed to attend such meetings.

### **CESSATION OF MEMBERSHIP**

- 6 Any Member ceasing to be the legal owner of a freehold or leasehold interest in any part of Southdean Estate shall notify the Directors in writing of the date at which the ownership is to be transferred, together with the name and address of the person or company acquiring said house or plot of land.
- 7 In the event of the death, bankruptcy or liquidation of a Member, the personal representative, trustee in bankruptcy or liquidator of the Member shall, during such time as they shall remain the legal owner of the Member's property in Southdean Estate, be entitled to exercise the Member's rights in the Company and shall be liable for the Member's obligations until such time as the property is sold or transferred.
- 8 A Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Withdrawal does not mitigate the requirement to pay the Annual Subscription. Membership shall not be transferable and shall cease on death.
- 9 The Board may at its discretion terminate the Membership of any Member but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Board.

### **ANNUAL SUBSCRIPTION**

- 10 An Annual Subscription is payable to the Company on 1<sup>st</sup> January in each year in relation to each property situated on the Estate, and the amount of such annual subscription shall be resolved by the Members at a General Meeting. The annual subscription upon the incorporation of the Company shall be £60 rising to £70 on 1<sup>st</sup> January 2008 and as determined in general meeting for each year thereafter.
- 11 If the owner of a property occupied by an Associate Member is a Member of the Company and has paid the current annual subscription, the Associate Member shall not be required to pay any further subscription for that year. If the owner is not a Member of the Company or has not paid his current annual subscription, the Associate Member shall pay the same annual subscription as a Member.

### **GENERAL MEETINGS**

- 12 The Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Such meeting shall be held no later than the 31<sup>st</sup> May in each year.
- 13 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 14 The Board may call Extraordinary General Meetings.
- 15 The Members of the Company may require that the Board convenes an Extraordinary General Meeting as provided by Section 368 of the Act.

- 16 If at any time there are not within the United Kingdom sufficient Directors to form a quorum, any Director or any two Members of the Company may convene such an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board

#### **NOTICE OF GENERAL MEETINGS**

- 17 An Annual General Meeting and any meeting called for the passing of a special resolution or an elective resolution shall be called by 21 days' notice in writing at least and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution or an elective resolution shall be called by 14 days' notice in writing at the least. Either notice shall be exclusive of the day on which it is given and of the day for which it is given, and shall specify the place, day and hour of the meeting, and in case of special business the general nature of the business, and shall be given to the Members and to the Auditor, in the manner hereinafter mentioned or in such other manner as may be prescribed by the Company in General Meeting. 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
- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat, and
  - (b) 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 95% of the total voting rights at that meeting of all the Members
- 18 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 19 All business shall be deemed special business that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with exception of the consideration and adoption of the accounts and balance sheets of the Company, consideration of the reports of the Chairman and Auditor, the election or re-election of Directors in place of those retiring, and the appointment and remuneration of the Auditor
- 20 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 20 Members present in person shall be a quorum
- 21 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 Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum
- 22 The Chairman (if any) of the Company shall preside as Chairman at every General Meeting of the Company, but if there be no such Chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Members present shall choose one of the Directors present, or if all Directors decline to take the chair, they shall choose some Member of the Company who shall be present to be Chairman of the meeting

- 23 The Chairman of the meeting 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 30 days or more, notice of the adjourned meeting shall be given in the same manner as in the case of the original meeting. Save as aforesaid, Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 24 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 by the Chairman of the meeting or by at least two Members present in person or by proxy and unless a poll be so demanded, a declaration by the Chairman of that meeting that a resolution has on a show of hands 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 book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.
- 25 Except as provided in Article 21, if a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 26 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 A poll demanded on the election of a Chairman of the meeting 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.
- 28 Subject to the provisions of the Act, a resolution in writing executed by or on behalf of 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, and may consist of several documents in the like form, each executed by or behalf of one or more Members.

#### **VOTES OF MEMBERS**

- 29 At General Meetings of the Company, each Member shall be entitled to one vote in respect of each property owned, subject to all current and past annual Subscriptions having been duly paid. In the case of joint ownership, the owners may only cast one vote in total in respect of each property.
- 30 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 Company in respect of his Membership, shall be entitled to vote on any question either personally or by proxy, or as proxy for another Member, at any General Meeting.
- 31 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

- 32 On a poll votes may be given personally or by proxy
- 33 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
- 34 The instrument appointing a proxy and any authority under which it is signed or a notanally certified copy thereof shall be deposited at the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the right to vote shall not be exercisable

#### **DIRECTORS**

- 35 The number of Directors shall not be less than 3 nor more than 5
- 36 The first Directors of the Company shall be those persons notified to Companies House as the first Directors of the Company
- 37 The Board may from time to time appoint any Member of the Company as a Director, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum is 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
- 38 The Directors shall appoint a Chairman, a Company Secretary and an Administrative Secretary from amongst their number They shall also appoint such person or body corporate as they see fit to act as the Company Treasurer Such person or body corporate is not required to be a Member of the Company
- 39 At each Annual General Meeting first following the end of the three year period following the formation of the Company, two of the Directors shall retire from office, the persons to retire being determined by agreement between the Directors and in default of agreement determined by lot A retiring Director shall be eligible for re-election
- 40 The Company may in General Meeting
  - (a) increase or decrease the number of Members of the Board, and
  - (b) determine what rotation such increased or decreased number shall retire and may make the appointments necessary for effecting such increase
- 41 No person other than a Director retiring by rotation may be appointed a Director at any Annual General Meeting unless
  - (a) he or she is recommended for re-election by the Board, or
  - (b) not less than 14 nor more than 28 days before the date of the meeting, the Company is given a notice that
  - (c) is signed by a Member entitled to vote at the meeting,
  - (d) states the Member's intention to propose the appointment of a person as a Director,
  - (e) contains the details that, if the person were to be appointed, the Company would have to file at Companies House, and
  - (f) is signed by the person who is to be proposed to show his or her willingness to be appointed

- 42 All Members who are entitled to receive notice of an Annual General Meeting must be given not less than seven nor more than 28 clear days notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation

#### **POWERS OF DIRECTORS**

- 43 The entire business of the Company shall be arranged and managed by the Board who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to the provisions of the Act and the Articles and to such regulations, being not inconsistent with the aforesaid regulations, as may be prescribed by the Company in General Meeting, and no such regulation made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made
- 44 The Board may act notwithstanding any vacancy in their body, provided always that in case the number of Directors shall at any time be reduced to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to Membership of the Company, filling up vacancies in the Board, or of summoning a General Meeting, but not for any other purpose
- 45 Neither the Directors nor the RMG shall have power to release The Southdean Estate Company Limited from any obligation on its part without the prior approval of a resolution of the Members of the Company passed at a general meeting

#### **ROADS MANAGEMENT GROUP (RMG)**

- 46 The Directors shall establish a Roads Management Group (RMG) to manage the business of the Company. The Directors shall ex officio be Members of the RMG and will comprise the initial Membership of this group
- 47 Members of the Company may elect additional Members of the RMG at the annual general meeting of the Company. Unless otherwise determined by the Company in general meeting, the RMG shall consist of not more than eight persons. The RMG shall have powers to co-opt persons on to the RMG until the next annual general meeting subject to the total number of Members of the RMG not exceeding eight or the maximum number determined in general meeting
- 48 The business of the Company shall be managed by the RMG but the Directors shall have the right to override any decision of the RMG if in the reasonable judgment of the Directors, the interests of the Directors at law might be prejudiced
- 49 The quorum for the transaction of the business of the RMG may be fixed by the Directors and unless so fixed at any other number shall be THREE
- 50 The RMG shall meet at least once a quarter and as often as occasion shall require. RMG Members shall be notified of the date, time and place of meetings and provided with the agenda on seven days notice except in the case of emergency
- 51 No person who is not a Member or Associate Member of the Company shall in any circumstances be eligible to be appointed to the RMG. No person who is not a full Member (as distinct from an Associate Member) of the Company shall in any circumstances be eligible to be appointed a Director of the Company
- 52 All RMG Members other than the Directors shall retire annually and may seek re-election. Any Member may nominate another Member or Members for election to the RMG and such nomination shall require to be seconded. Every Member of the

Company shall be entitled to vote for as many candidates as there are vacancies to be filled on the basis of one vote for each candidate. The candidates, up to the number of vacancies, who shall receive most votes, shall be declared elected, and in the case of two or more candidates receiving an equal number of votes, the Chairman of the meeting shall have a second or casting vote.

- 53 Any Member may bring to the notice of the RMG any matter or complaint which he considers to be within the objects of the Company. Any such matter or complaint shall be considered by the RMG at their next meeting.

#### **DISQUALIFICATION OF DIRECTORS**

- 54 The office of a Director shall be vacated if
- (a) the Board pass a resolution by a three-fourths majority that it is desirable that the Director should cease to be a Director,
  - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally,
  - (c) if he becomes of unsound mind or for any reason becomes incapable of managing his affairs,
  - (d) if he ceases to be a Member of the Company,
  - (e) if by notice in writing to the Company he resigns his office,
  - (f) if he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Company.

#### **PROCEEDINGS OF THE DIRECTORS**

- 55 Meetings of the Board shall be held at such times and such places as the Board may from time to time direct. The quorum at any meeting of the Directors shall be 3 Directors. 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.
- 56 A Director may, and on the request of a Director the Secretary shall at any time, convene a meeting of the Board by notice served upon the Directors. A Director who is not at the material time in the United Kingdom shall not be entitled to receive notice of a meeting of the Board.
- 57 The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board 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 Directors present shall choose one of their number to be Chairman of the meeting.
- 58 The Board shall have full power to appoint committees and may delegate to such committees all such duties, powers and privileges as they may 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 Board. No resolution of a meeting of a committee shall be binding on the Company until confirmed by the Board at a subsequent meeting.
- 59 All acts bona fide done by the Directors or by any committee, or by any person or persons acting as a Member or Members thereof, shall, notwithstanding that it may afterwards be discovered that there was any 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 Director or a Member of the committee

- 60 A resolution in writing signed by all the Directors for the time being in the United Kingdom, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held

#### **ACCOUNTS AND AUDIT**

- 61 The Board shall cause proper books of account to be kept in accordance with the requirements of the Act
- 62 The books of account of the Company shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of all Members
- 63 The Board shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by the Act. The Board shall send a copy of the annual accounts together with a copy of the Auditor's report on those accounts to the Auditors and to every person entitled to receive the same in accordance with Section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with Section 241 of the Act, or where there is in force an election by elective resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same
- 64 An Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act
- 65 In accordance with the Act at least once in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by the Auditor or Auditors

#### **APPLICATION OF INCOME**

- 66 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company
- 67 No Director or RMG Member shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company
- (a) of reasonable and proper remuneration to any Director, RMG Member or servant of the Company for any services rendered to the Company,
  - (b) to any Director or RMG Member in reimbursement of out-of-pocket expenses

#### **MINUTES**

- 68 Correct Minutes of the proceedings of the Company and of the Board and of any committees of the Directors shall be taken and shall be kept at the Office by the Secretary or by such other person as the Board may from time to time appoint and shall be in such form as the Board may direct

## **NOTICES**

- 69 All notices to Members may be delivered either personally, or by sending them through the post in a prepaid letter, addresses to such Members at their respective registered addresses as appearing in the register of Members, and every such notice delivered or posted as aforesaid shall be deemed to have been duly served on the day of delivering or, if sent by post, on the day next following the day on which it shall have been posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter
- 70 Notice of every General Meeting shall be given in any manner hereinbefore authorised to
- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them, and
  - (b) the Auditor for the time being of the Company
- 71 No other person shall be entitled to receive notices of General Meetings

## **DISSOLUTION**

- 72 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Company, but shall be transferred either to some other institution (whether or not a Member of the Company) having objects similar to the objects of the Company, or to some institution (whether or not a Member of the Company) the objects of which are the promotion of charity or anything incidental or conducive thereto, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution

## **INDEMNITY**

- 73 Subject to the provisions of the Act, every officer or employee of the Company shall be entitled to be indemnified by the Company against all costs, losses and expenses which he may incur or become liable for in the execution or discharge of any office held by him in the Company

NAMES AND ADDRESSES OF SUBSCRIBERS

Nicholas TRISH  
5 Rose Avenue,  
Middleton-on-Sea,  
West Sussex  
PO22 7TF

(Signature)



10<sup>th</sup> August 2007

Stephen Edward HALL  
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6 St Nicholas Lane  
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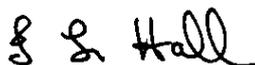
(Signature)



10<sup>th</sup> August 2007

Iris Lilian HALL  
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(Signature)



10<sup>th</sup> August 2007

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44 Southdean Drive  
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West Sussex  
PO22 7TB

(Signature)



10<sup>th</sup> August 2007

Witness to the above Signatures -

  
G R DIGGINS

10<sup>th</sup> August 2007

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