

The Companies Act 1948 To 1967
Company Limited by Guarantee and not having share capital
Articles of Association of Bownham Park Rodborough Residents' Association Limited

GENERAL

1. In these Articles "the Act" means the Companies Act 1948. "The Association" means the above-named Company. The Council" means the Council of Management of the Association for the time being, "writing" includes printing, lithography, photography and other modes of representing or reproducing words in a visible form. "The United Kingdom" means Great Britain and Northern Ireland. "The Seal" means the Common Seal of the Association. "The Secretary" means any person appointed to perform the duties of the Secretary of the Association. Any word or phrase that expressly or impliedly refers to the male of the species shall be deemed to apply equally in all respects to the female of the species.

MEMBERSHIP

2. The number of the members with which the Association proposes to be registered is 100 but the Council may from time to time register any increase of members.
3. The subscribers to the Memorandum of Association and such other persons as shall be hereafter admitted to membership by the Council as hereinafter mentioned shall be members of the Association.
4. Membership of the Association shall be confined to the owners of hereditament now or formerly part of Titles numbered GR 12275 and GR 29170 in the County of Gloucester. Where two or more persons are the owners of any hereditament the said owners shall jointly be deemed to be one member of the Association for all purposes of the Association.
5. Every member shall from time to time on demand by the Secretary or Treasurer in writing subscribe towards the expense and provisions of the Association such sums, as shall be required to attain the objects of the Association and as may be decided by an ordinary resolution passed at an Annual General Meeting or an Extraordinary General Meeting called for that. purpose.

GENERAL MEETINGS

6. The Association shall hold a General Meeting in every year as its Annual General Meeting at such time and place as the Council shall determine and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next; provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
7. All general meetings of the Association other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Council may at any time convene an Extraordinary General Meeting, and shall do so on the request in writing of not less than one tenth of the members of the Association specifying the business to be transacted at such meeting.
9. Meetings called for the passing of Special Resolutions and Annual General Meetings shall be called by twenty-one days' notice in writing at the least; any other meeting of

the Association shall be called by seven days' notice in writing at the least. In every case 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 the case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under these Articles or under the Act entitled to receive such notices from the Association. Provided that a meeting of the Association 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 members entitled to attend and vote thereat; and
- b) in the case of any other meeting, by a majority of members entitled to attend and vote thereat.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the report of the Council and Auditors, the election of members of the Council in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
11. 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 one third of the then total number of members of the Association shall be a quorum.
12. 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 Council 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.
13. The Chairman of the Council of the Association shall preside as Chairman at every General Meeting of the Association or if there is no such Chairman or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairman of the Council of the Association shall preside as Chairman at such meetings or if there is no such Vice-Chairman or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect one of their number to be Chairman of the meeting.
14. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
15. 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 or of the business to be transacted at an adjourned meeting.

16. At any general meeting a resolution put to the vote of the meeting shall be decided on a card vote unless a poll is (before or on the declaration of the result of the card vote) demanded by the Chairman or by at least three members present in person or by proxy or 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. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a card vote 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 Association 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. A voting card shall be issued to each member (as defined under Article 4) present or represented by a proxy at the venue for the meeting immediately prior to its commencement or at such later time as they or their proxy may arrive at the venue.
17. Except as provided in Article 19 if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result, of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. 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.
19. 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.
20. 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

VOTING

21. Subject as hereinafter mentioned every member shall have one vote but in the case of owners enjoying joint, membership under the provisions of Article 4 any one of the said owners enjoying the said joint membership (but not more than one) shall be entitled to exercise the right to vote on behalf of that member at any General Meeting of the Association. Provided that no member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Association have been paid.
22. On a poll votes may be given personally or by proxy.
23. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.
24. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the

meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

25. An instrument appointing a proxy (which shall be deemed to confer authority to demand or join in demanding a poll) shall be in the following form or a form as near thereto as circumstances admit:-

"BOWNHAM PARK RODBOROUGH RESIDENTS'
ASSOCIATION LIMITED"

of

of in the County of

being a member

of the above-named Association, hereby appoint

of

or failing him

of

as my proxy to vote for me on my behalf at the General Meeting of the

Association to be held on the day of 19 , and at any

adjournment thereof

Signed this

day of

19 .

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
27. Any corporation which is a member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association.

OFFICERS OF THE ASSOCIATION

28. The officers of the Association shall consist of a Secretary and a Treasurer.
29. The Secretary and Treasurer shall be elected at the Annual General Meeting of the Association, and they shall each hold office until the conclusion of the next Annual General Meeting of the Association and be eligible for re-election.
30. The Office of Secretary or Treasurer shall become vacant if the holder ceases to be a member of the Association. In the event of any office becoming vacant during the year the vacancy may be filled by the Council and any person so appointed shall hold office only until the conclusion of the next Annual General Meeting of the Association but shall be eligible for re-election.
31. The first Secretary and Treasurer are respectively Stanley Frederick Newey and Gerald Robert Hatcher who have already consented to fill their respective offices.

THE COUNCIL

32. The Secretary and Treasurer of the Association with not less than four and not more than six other members of the Association, and such additional persons as may be appointed by the Council from time to time under Article 34 shall together constitute the Council.
33. The first Secretary and Treasurer of the Association and other subscribers of the Memorandum of Association shall constitute the Council until the conclusion of the first Annual General Meeting of the Association.
34. The Council may from time to time appoint not more than two persons to the Council as it considers necessary and desirable. Any person so appointed shall hold office only until the next Annual General Meeting of the Association but may be appointed from year to year as the Council deems necessary. Any person so appointed shall not unless he is a member have power to vote at meetings of the Council and if he is an owner enjoying joint membership under Article 4 then only provided that another joint owner of the same hereditament is not a member of the Council at the time of his appointment.
35. The Council shall have power to fill any casual vacancy occurring in their number and any member of the Association so appointed shall hold office only until the next following Annual General Meeting of the Association, but shall be eligible for re-election.
36. At each Annual General Meeting of the Association all the officers and all the members of the Council shall retire. Officers and members of the Council retiring under the provisions of this Article shall be eligible for re-election and shall continue to serve until the appointment of their successors.
37. The business of the Association shall be managed by the Council who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in General Meeting subject nevertheless to the provisions of the Act or these Articles, and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
38. The Council shall elect from its own number a Chairman and a Vice-Chairman.

THE SEAL

39. The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council or of a sub-committee of the Council authorised by the Council in that behalf and every instrument to which the Seal has been affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

PROCEEDINGS OF THE COUNCIL

40. The Council shall meet together and adjourn at such times and as often as is necessary for the proper conduct and discharge of the affairs of the Association. Special meetings of the Council shall also be held at any time on a requisition to the Secretary by the Chairman, Vice Chairman or two other members of the Council. The Secretary shall give at least seven days' notice of any Council meeting to all members of the Council.
41. The quorum necessary for the transaction of business of the Council shall be three.
42. Questions arising at any Council meeting shall be decided by a majority of votes. Each member present shall have one vote and in the case of an equality of votes the Chairman shall have a second or casting vote. A written instrument signed by every member of the Council shall be as binding and effectual as a resolution of the members of the Council duly passed at a properly convened meeting.
43. The Chairman of the Council or if he is not present within 5 minutes after the time appointed for holding the meeting, the Vice-Chairman, or if he is not present within 5 minutes after the time appointed for holding the meeting, another member of the Council to be elected by the majority of the members of the Council present at the meeting shall be chairman of each meeting of the Council.
44. The continuing members of the Council may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed or by or pursuant to these Articles as the necessary quorum of the Council the continuing members or member of the Council may act for the purpose of increasing the number of members of the Council to that number or of summoning a general meeting of the Association but for no other purpose.
45.
 1. The Council shall have power to appoint committees of its members as it considers necessary and desirable with power to any committee to co-opt such persons thereto as it considers desirable; the Council may delegate any of its powers to such committees. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. All officers of the Association shall have the right to attend ex officio the meetings of all such committees.
 2. A committee may elect a chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
 3. A committee may meet and adjourn as it thinks proper.
46. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council and of any committee of the Council.

ACCOUNTS

47. The Council shall cause proper books of account to be kept with respect to:
 1. The assets and liabilities of the Association.
 2. The sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place; and
 3. All sales and purchases of goods by the Association,

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

48. The books of account shall be kept at the registered office of the Association or subject to Section 147 (3) of the Act at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.
49. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association, except as conferred by statute or authorised by the Council or by the Association in General Meeting.
50. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.
51. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the Auditors report shall not less than twenty-one days before the date of the meeting be sent to every member of and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

52. In Clause 130 of Table "A" the words "162 of the Act" shall be deleted and the words "161 of the Act and Sections 13 and 14 of the Companies Act 1967" shall be substituted therefor.

- a. SPECIAL RESOLUTION

The following SPECIAL RESOLUTION was passed by the Members at an Extraordinary General Meeting held on 5th July 2006.

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by the deletion of the Article number 52, thus meaning that no audit shall be required for the company providing it is entitled to the exemption under Section 249A(1) of the Companies Act 1985.

DATED 5th July 2006

D.K.Whittaker

SECRETARY

NOTICES

53. A notice may be given by the Association to any member either personally or by leaving it at or sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
54. 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 Association an address within the United Kingdom for the giving of notices to them;
 - b) 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; and
 - c) the auditor for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS,

.....

DATED the 10th day of January, 1976.

WITNESS to the above signatures

EH. ADAMS,
Solicitor,
Nailsworth,
Glos.