

**THE COMPANIES ACTS 1948 TO 1967  
COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF  
MANOR FARM (SEER GREEN) MANAGEMENT COMPANY LIMITED**  
Company No. 1249156

Adopted by Special Resolution passed on the 16th day of March 1976 and amended by Special Resolutions passed on 28 November 1978, 28 April 1980 and 9 December 1992

**PRELIMINARY**

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company except in so far as they are excluded or varied by or are inconsistent with these regulations.
2. Regulations 24, 53, 60, 77, 89, 90, 91 and 94 in Table A shall not apply to the Company.
3. The proviso to Regulation 79 of Table A shall not apply to the Company.

**SHARE CAPITAL AND TRANSFER OF SHARES**

4. Except for the two shares issued to the subscribers to the Memorandum of Association and except as otherwise authorised by a Special Resolution of the Company:-
  - a) Save as provided in sub-paragraph (c) hereof shares in the Company may only be issued or transferred to a person corporation or Company who or which is the owner of a dwelling on the Manor Farm Neighbourhood Project at Seer Green in the County of Buckinghamshire (hereinafter called the Estate).
  - b) Save as provided in sub-paragraph (c) hereof only one share in the share capital of the Company shall be issued to the owner of a dwelling on the Estate at the time of his purchase and not more than a total of four shares altogether (including such original share as aforesaid) shall be issued or transferred to or at any time held by the owner of any dwelling on the Estate.
  - c) Notwithstanding the provisions of sub-paragraphs (a) and (b) hereof the Developer of the Estate (as hereinafter defined) shall be entitled from time to time to have issued and allotted to it and to hold in its name shares in the Company without any restriction as to number. For the purposes of these Articles the phrase ("the Developer of the Estate") shall mean and include Geoffrey Perfect Holdings Limited or its assignees or successors in title.
5. In regulations 4 and 6 of these Articles of Association the word "dwelling" shall include a house bungalow flat or maisonette and the word "purchase" shall include the taking or purchase of a lease originally granted for a term exceeding seventy years and the word "owner" shall mean the owner or joint owners of a dwelling (whether the interest held in the dwelling be freehold or leasehold for a term originally granted for more than seventy years) on the Estate or the person or persons for the time being deriving title (whether beneficially or in any fiduciary capacity or as a mortgagee) under such owner or owners.
  - 6a) Save as provided in sub-paragraph (d) hereof and of the Company no owner hereinbefore defined shall be entitled to transfer or otherwise part with the beneficial interest in any share or shares owned by him or it save to another owner as hereinbefore defined upon (or subsequent to) the transfer of the first named owner's dwelling to the second named owner or upon such dwelling becoming vested otherwise than by transfer in some person or persons who come within the definition of owner hereinbefore contained.
  - b) Save as provided in sub-paragraph (d) hereof and except as authorised by a Special Resolution of the Company the Directors shall refuse to register any transfer of a share whether or not it be fully paid other than a transfer by a subscriber to the Memorandum of Association or a transfer which complies with the provisions of the last preceding sub-paragraph (a).
  - c) Save as provided in sub-paragraph (d) hereof the Directors may require from any person or persons corporation or company desirous of transferring any share or shares in the Company all such information and evidence as the Directors shall consider necessary to enable them to decide whether or not such transfer should be registered having regard to the provision of these Articles of Association.
  - d) The provisions of this Article shall not apply to or be binding upon the Developer of the Estate, save to the extent that the Developer of the Estate shall not be entitled to transfer any share or shares in the Company to any person other than an owner (as hereinbefore defined) or the assignee or successor in title to the Developer of the Estate.

## **LIEN**

7. The lien conferred by Regulation 11 in Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder or one of two or more joint holders.

## **GENERAL MEETINGS**

8. No business shall be transacted at any general meeting unless a quorum of members is present. Save as herein otherwise provided two members present in person or by proxy shall be a quorum.
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 not be entitled to a further or casting vote.
10. A Resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.
11. The number of Directors shall not be less than three nor more than seven.
12. A Director shall not require a share qualification but shall nevertheless be entitled to attend at any General Meeting and to speak at any such meeting.
13. A Director who has duly declared his interest therein may vote as a Director in regard to any Contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such Contract or arrangement is under consideration and Paragraphs (2) and (4) of Regulation 84 in Table A shall not apply to the Company.
14. At the first Annual General Meeting of the Company and at all subsequent Annual General Meetings, all Directors shall retire from Office but all retiring Directors shall be eligible for re-election.
15. Regulation 98 of Table A shall be amended by deleting therefrom the words "in the case of equality of votes the Chairman shall have a second or casting vote".
16. The Directors shall have power at any time and from time to time to appoint any person or persons to be a Director or Directors either to fill a casual vacancy or as an addition to the existing Directors.
17. The words "and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Table A shall not apply to the Company.
18. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors.

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Names, addresses and descriptions of Subscribers

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Michael Richard Counsell, Commercial Manager  
15 Pembroke Road, Bristol BS99 7DX

Michael Kodola, Commercial Manager  
15 Pembroke Road, Bristol BS99 7DX

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Dated this 25th day of February 1976.

Witness to the above signatures: Dawn Bennett, 15 Pembroke Road, Bristol BS99 7DX