

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

MALDEN & COOMBE RESIDENTS' ASSOCIATION LIMITED

(Adopted by Special Resolutions passed on 2000)

1. The name of the Company is MALDEN & COOMBE RESIDENTS' ASSOCIATION LIMITED ("the Association").
2. The registered office of the Association is to be in England and Wales.
3. The objects of the Association are:
  - (a) To provide and maintain a non-political non-profit making Association for the protection of the rights and interests of the owners of freehold property and leases granted for more than 3 years who pay the Coombe Rate (pursuant to Part III of The Malden and Coombe Urban District Council Act 1933) (such freehold and leasehold properties being in toto "the Coombe Estate" and the owners and lessees for more than three years of such properties being "Coombe Estate Owners").
  - (b) To safeguard and preserve the amenities of the Coombe Estate and where necessary or applicable the district in which the Coombe Estate is situate by all legitimate means.
  - (c) To discuss consider and if thought advisable deal with all matters and questions connected with the above objects or any of them.
  - (d) To bring to the attention of Coombe Estate Owners any laws rules regulations or conditions imposed or sought to be imposed in or affecting the Association or the Coombe Estate by any government official, government, public authority or other body and to represent the Coombe Estate Owners to any government official, government, public authority or other body.
  - (e) To carry on any other activity whatsoever which can in the opinion of the Directors of the Company ("the Committee") be advantageously or conveniently carried on by the Association by way of extension of or in connection with any activity which the Association is authorised to carry on, or which is calculated directly or indirectly to develop any operation which the Association is authorised to carry on.

- (f) To pay preliminary expenses of the Association, and of any company formed or promoted by the Association.
- (g) To establish or promote, or concur in establishing or promoting, any company for the purposes of acquiring the whole or any part of the property, business or undertaking of the Association or for furthering any of the objects of the Association, and to acquire and hold any shares, stock, securities or debentures of, or other investments in, any such company and to issue, place, underwrite or guarantee, or concur in issuing, placing, underwriting or guaranteeing, the subscription for any shares, stock, securities or debentures of, or other investments in, any company whatsoever.
- (h) To acquire and hold any shares, stock, securities or debentures of, or other investments in, any company having objects wholly or in part similar to those of the Association or carrying on any business capable of being conducted so as directly or indirectly to benefit the Association.
- (i) Subject to the prior approval of the Association in General Meeting to amalgamate with any other company whose objects include carrying on any business which the Association is authorised to carry on, and to re-construct the Association in any manner.
- (j) To sell, lease, grant licences, easements and other rights over and in any other manner dispose of the undertaking, property, assets, rights and effects of the Association or any part thereof on such terms and for such consideration as the Committee may think fit.
- (k) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights and privileges for any purpose in connection with any business which the Association is authorised to carry on.
- (l) To construct, maintain, alter, enlarge or replace any buildings, works, plant and machinery for any purpose in connection with any business which the Association is authorised to carry on.
- (m) To pay for any property rights or easements acquired by the Association either in cash or in exchange for any stock, shares, securities or debentures of, or other investments in, any company as the Committee may think fit, and to accept any stock, shares, securities, debentures of, or other investments in, any company as the Committee may think fit in payment or part payment of any obligation of any company.
- (n) To vest any real or personal property rights or interests acquired by or belonging to the Association in any company or person on behalf of or for the benefit of the Association, and with or without any declared trust in favour of the Association.
- (o) To apply for, take out, purchase or otherwise acquire and maintain any designs, trade marks, patent rights, inventions, copyrights or secret processes and any other intangible property and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, any such property rights and information.
- (p) To receive money on deposit or loan (with or without allowance of interest) and to borrow, raise or secure the payment of money by mortgage, charge or lien, or by the issue of debentures or debenture stock (perpetual or otherwise) or in any other manner either with or without security, and to charge all or any

of the property or assets of the Association (whether present or future including its uncalled capital) to support any obligation of the Association or any other company or person, and collaterally or further to secure any securities of the Association by a trust deed or other assurance.

- (q) To advance and lend money with or without security and to guarantee the performance of the contracts or obligations or repayment of capital, principal, dividends, interest or premiums payable on any stock, shares, securities or debentures of, or other investments in, any company or person and in particular (but without limitation) of any company which is for the time being the Association's holding company (as defined in section 736 Companies Act 1985) or another subsidiary (as defined by that section) of the Association's holding company and to give all kinds of indemnities.
- (r) To invest and turn to account any moneys in the acquisition or on the security of any real or personal property of any kind, by placing the same on deposit or in any other manner.
- (s) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (t) To surrender or claim group relief and make payments for group relief for the purposes of corporation or any other tax, and to surrender or claim or make payments in respect of any other like or similar relief, and to enter into and carry into effect any agreement for such purposes.
- (u) To take all necessary or proper steps in parliament or with national, local, municipal or other authorities in any place in which the Association may have interests, for the purpose of furthering the interests of the Association or of its Members; to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interests of the Association or its Members; and to produce the registration or incorporation of the Association in or under the laws of any place outside England.
- (v) To contribute, subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any purpose which in the opinion of the Committee is likely directly or indirectly to further the objects of the Association or the interests of its Members.
- (w) To employ hire or contract with any employee servant consultant contractor or other person company or organisation to effect any matter whatever on behalf of the Association.
- (x) To do all such other things as the Committee may think incidental or conducive to any of the above objects.

The objects contained in any paragraph of this Memorandum of Association shall not be restrictively construed but shall be given the widest interpretation, and shall not be limited to or restricted by reference to, or inference from, any other object or by the name of the Association. No paragraph or object is, or shall be deemed to be, subsidiary or ancillary to the objects or powers mentioned in any other paragraph.

- 4. The liability of the Members is limited.
- 5. Every Member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up while he she or it is a Member or within one year after he she or it ceases to be a Member,

for payment of the Association's debts and liabilities contracted before he she or it ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

6. The income and property of the Association shall be applied solely towards the promotion of its objects as set out in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to Members of the Association; and no Committee member shall be paid any salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. Provided that nothing shall prevent the payment in good faith by the Association to any Member Committee member or other Officer or servant of the Association:

- (a) of reasonable and proper remuneration for any services rendered to the Association, or
- (b) to reimburse any Member Committee member or other Officer or servant of the Association for any proper expenses incurred by any such on behalf of the Association.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

MALDEN & COOMBE RESIDENTS' ASSOCIATION LIMITED

(Adopted by Special Resolution passed on 2000)

INTERPRETATION

1. In these Articles :-

"the Act"	means the Companies Act 1985.
"the Association"	means the above named Company.
"the Committee"	means the Board of Directors of the Association from time to time and in interpreting these Articles or the Act the expressions "Committee" and "Board of Directors" and "Committee member" and "Director" respectively may be used interchangeably.
"Coombe Rate"	means an amount levied by and payable to the local authority in respect of certain properties in the Royal Borough of Kingston pursuant to Part III of The Malden and Coombe Urban District Council Act 1933.
"Eligible Committee Member"	means a Member or the nominated representative of a Member that is not an individual or a Trustee if the ownership of the property subject to the Coombe Rate is held by Trustees.
"the Office"	means the Registered Office of the Association.
"person"	means and includes any firm corporation or unincorporated association.
"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.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meanings as in the Act or any statutory modification of the Act in force at the date at which these articles become binding on the Association.

### MEMBERS

2. The number of Members with which the Association proposed to be originally registered was two hundred, but the Committee may from time to time register an increase of Members. The current number as at the date of the adoption of these Articles is 283
3. (a) No person shall be entitled to become a Member unless that person has signed a statement to the effect that he or she is the freehold owner or lessee for a term exceeding three years of property subject to the Coombe Rate.
- (b) Any person who is entitled to become a Member of the Association shall become a Member by either:
  - (i) completing an application form (in such form as the Committee may from time to time determine) and returning the same to the Secretary duly signed. The application form will contain an undertaking to contribute £1 to the assets of the Association in the event of it being wound up, or
  - (ii) signing the attendance register at a General Meeting which signature shall be deemed acceptance (if such acceptance has not already been effected prior thereto by the completion of an application form) of an undertaking to contribute £1 to the assets of the Association in the event of it being wound up.
- (c) Any Member not being an individual or individuals may nominate in writing an individual to act as its or their representative to apply in its or their name for Membership and sign any application form or attendance register as its or their representative and to exercise all rights of membership on its or their behalf. Any such nomination may be revoked by such Member at any time who may nominate another representative for such purposes.
- (d) Where any Member is comprised of more than one individual then and in such case such Member shall not at any Meeting of the Association be entitled to more than one vote in respect of that Membership regardless of the number of individuals comprised in that Membership.

### RETIREMENT OF MEMBERS

4. Membership of the Association shall cease automatically:
  - (a) if the Member commits an act of bankruptcy or is compulsorily detained in hospital or received into guardianship under the Mental Health Act 1983.
  - (b) if the Member resigns from Membership by giving to the Secretary for the time being at the Office notice in writing.
  - (c) if the Member ceases to be entitled to be a Member.

### GENERAL MEETINGS

5. The Association shall in each year hold a General Meeting as its Annual General Meeting (to be known as an Ordinary Meeting) in addition to any other meetings in that year, and shall specify the Meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Ordinary Meeting of the Association and that of the next.
6. The Ordinary Meeting shall be held at such time and place as the Committee shall appoint.
7. All General Meetings other than Ordinary Meetings shall be called Extraordinary General Meetings.
8. The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by Section 368 of the Act.

### NOTICE OF GENERAL MEETINGS

9. An Ordinary Meeting and an Extra-ordinary General Meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an Ordinary Meeting or an Extra-ordinary General Meeting for the passing of a special resolution shall be called by the same notice at the least. 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 hereafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association.
10. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

### PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election and removal of any Committee member or Chairman in the place of those retiring, the appointing of, and the fixing of the remuneration, of the auditors.
12. 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. Five Members present in person shall be a quorum.
13. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened on 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 Committee may determine and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed the Members then present shall be a quorum.

14. The Chairman, if any, of the Committee shall preside as Chairman at every General Meeting of the Association, or if there is no such Chairman, or if he or she 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 choose some Committee Member or if no such Committee Member be present or if all decline to take the Chair, the Members present shall choose one of their number who shall preside.
15. The Chairman may, with the consent of any General 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 as in the case of any 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 show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded:-
  - (a) by the Chairman: or
  - (b) by at least ten Members present in person or by proxy; or
  - (c) 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.

At all General Meetings a resolution put to the vote of the Meeting shall be decided on a show of hands by a majority of Members present in person and entitled to vote. Unless before or upon the declaration of the result of a show of hands a poll is demanded pursuant to this Article, 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 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.

17. Except as otherwise provided in these Articles, if a poll is duly demanded it shall be taken in such time and place and 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. No poll shall be demanded on the election of a Chairman, or on a question of adjournment.
20. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.





reception into Guardianship under the Mental Health Act 1983 or revocation as aforesaid shall have been received by the Association at the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

#### COMMITTEE

30. The minimum number of Committee Members is 5 and the maximum number is 20. A Committee Member must be an Eligible Committee Member. No Committee Member shall serve as such for a period exceeding 6 consecutive years. For this purpose if any Member of the Committee has been co-opted to that office pursuant to these Articles (and whether to fulfil a casual vacancy or otherwise) the whole or part of a year during which that Committee Member shall have served as a Member of the Committee shall be treated as the first of such 6 consecutive years.
31. If there are less than the required minimum number of Committee Members, those Committee Members or sole Committee Member shall not have power to transact business but shall be entitled only to co-opt further Eligible Committee Members up to the required minimum or to call a General Meeting for the purpose of appointing further Committee Members.
32. The Members of the Committee shall be paid all reasonable expenses properly incurred by them in attending meetings of the Committee or any sub-committee or General Meetings of the Association or in connection with the business of the Association.

#### BORROWING POWERS

33. The Committee may (subject where required by the Act to the approval of the Association in General Meeting) exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

#### POWERS AND DUTIES OF COMMITTEE MEMBERS

34. The business of the Association shall be managed by the Committee, 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 Chairman or the Committee which would have been valid if that regulation had not been made.
35. The Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body or persons, whether nominated directly or indirectly by them, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

36. All cheques and other negotiable instruments shall be signed or drawn by at least two members of the Committee.
37. The Committee shall cause minutes to be made in books provided for that purpose:-
- (a) of all appointments of Officers made by the Committee;
  - (b) of the names of the Members of the Committee present at each meeting of the Committee and of any sub-committee of the Committee;
  - (c) of all resolutions business transacted and proceedings at all meetings of the Association, and of the Committee, and of sub-committees of the Committee;
- And any such minutes of any meeting if purporting to be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting shall be conclusive evidence without any further proof of the facts therein stated.

#### DISQUALIFICATION OF COMMITTEE MEMBERS

38. The office of a Member of the Committee shall be vacated if that member-
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - (b) becomes prohibited from being a Director by reason of any disqualification order made under the Act; or
  - (c) becomes incapable by reason of illness or injury of managing and administering his or her property and affairs, is compulsorily detained in hospital for a period exceeding 3 months or received into Guardianship under the Mental Health Act 1983; or
  - (d) resigns his or her office by notice in writing to the Association; or
  - (e) ceases to be a Member of the Committee by virtue of Section 293 of the Act; or
  - (f) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his or her interest in the manner required by Section 317 of the Act; or
  - (g) shall have been (or be deemed to have been pursuant to these Articles) a Member of the Committee for six consecutive years; or
  - (h) ceases for any reason to be a Member of the Association; or
  - (i) fails to attend meetings of the Committee for a period of six months.

#### ROTATION OF COMMITTEE MEMBERS

39. At the Ordinary Meeting of the Association to be held in 2000 and in every subsequent year one-third of the Committee for the time being or, if their number is not three or a multiple of three then the number nearest to but not exceeding one-third shall retire from office to the intent that no Committee Member shall remain in office as a Committee Member after the third Ordinary Meeting from his or her election without retiring and putting himself or herself forward for re-election. For the purposes of this Article in calculating the one-third of Members of the Committee required to retire there shall be included in such one-third any Members of the Committee who shall on or before such Meeting cease to be eligible to continue in office by virtue of having served (or being pursuant to these Articles deemed to have served) six years in that Office.
40. The members of the Committee to retire in each year shall be those who have been longest in office since their last election, but as between persons who became

Committee Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. For the purposes of this Article only the length of time a Committee Member has been a Committee Member shall be computed from his or her last election or appointment

41. A retiring Member of the Committee shall be eligible for re-election unless that member shall have served (or is deemed pursuant to these Articles to have served) six years in that office.
42. The Association at the Meeting at which a Committee Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee Member shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless:
  - (a) at such Meeting it is expressly resolved not to fill such vacated office, or
  - (b) at such Meeting a resolution for the re-election of such Committee Member shall have been put to the Meeting and lost, or
  - (c) such member has served (or is deemed pursuant to these Articles to have served) six years in that office.
43. No person other than a Committee Member retiring at the Meeting shall unless recommended by the Committee be eligible for election to the office of Committee Member at any Meeting unless, not less than seven or more than twenty-one days before the date appointed for the Meeting, there shall have been left at the Office notice in writing or at any Meeting there shall be deposited not later than the commencement of business of that Meeting notice in writing, signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given, of his or her intention to propose such person for election, and also notice in writing signed by that person of his or her willingness to be elected.
44. The Association may from time to time by ordinary resolution increase or reduce the number of Members of the Committee and may also determine in what rotation the increased or reduced number is to retire from office.
45. The Committee shall have power at any time, and from time to time, to appoint an Eligible Committee Member to be a Member of the Committee to fill a casual vacancy or by way of addition to the Committee, but so that the total number of the Committee shall not at any time exceed the number (if any) fixed in accordance with these Articles. Any Eligible Committee Member so appointed shall hold office only until the next following Ordinary Meeting, and shall then be eligible for re-election, but shall not to be taken into account in determining the Committee members who are to retire by rotation at such Meeting.
46. The Association may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Committee member before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Association and such Committee Member. Such removal shall be without prejudice to any claim such Committee Member may have for damages for breach of any contract between him or her and the Association.
47. The Association may by ordinary resolution appoint another person in place of one removed from office under the immediately preceding Article. Without prejudice to the powers of the Committee under these Articles the Association in General Meeting may appoint any person to be a Committee Member either to fill a casual vacancy or as an additional Member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he or she had become a Committee Member on the

day on which the Committee Member in whose place he or she is appointed was last elected a Committee Member,

#### PROCEEDINGS OF THE COMMITTEE

48. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings (including any necessary quorum), as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. The Secretary must on the requisition of a Committee Member at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any Member for the time being absent from the United Kingdom.
49. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee, and unless so fixed shall be five.
50. The Committee shall appoint one of their number to be the Chairman of the Committee and may determine for what period he or she is to hold office. The Chairman shall preside at every meeting of the Committee at which he or she is present. If no Chairman has been appointed or if appointed is unwilling to act, or if at any meeting the Chairman is not present within 15 minutes after the time appointed for the meeting the members of the Committee present may appoint one of their number to be Chairman of the meeting.
51. The Committee may delegate any of their powers to sub-committees comprised of Eligible Committee Members. The sub-committees shall consist of such Eligible Committee Members as the Committee think fit.
52. All acts done by any meeting of the Committee or by any person acting as a Member of the Committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a Member of the Committee.
53. A resolution in writing, signed by a majority of all the Members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
54. A Member of the Committee shall not vote in respect of any contract in which he or she is interested, and if he or she does so vote his or her vote shall not be counted.

#### SECRETARY

55. Subject to Section 13(5) of the Act, the Secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
56. Any provision of the Act or these Articles requiring or authorising any thing to be done by or to a Member of the Committee or a Director and the Secretary, shall not be satisfied by its being done by or to the same person acting both as a Member of the Committee or a Director and as, or in the place of, the Secretary.

### THE SEAL

57. The Association may also complete any deeds or documents which prior to Companies Act, 1989, required the affixing of the Seal without keeping maintaining or using any Seal provided that completion of such documents is in accordance with Companies Act, 1989.

### ACCOUNTS

58. The Committee shall cause accounting records to be kept in accordance with Sections 221 to 223 (inclusive) of the Act.
59. The accounting records shall be kept at the Office or, subject to Section 222 of the Act, at such other place or places as the Committee think fit, and shall always be open to the inspection of every officer of the Association.
60. The Association in General Meeting 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 Committee, and subject to any such conditions or regulations the accounts or books of the Association shall be open to the inspection of Members at all reasonable times during business hours.
61. The Committee shall from time to time in accordance with Sections 227 to 229 (inclusive) 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 or any regulations made thereunder.
62. 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 (if required) under Companies Act 1985 or any regulations passed thereunder) a copy of the Auditor's report (if any), and report of the Committee, shall not less than twenty-one days before the date of the meeting be sent to every Member of the Association in manner in which notices are required under these Articles to be served. 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.

### AUDITORS

63. If the Committee decide to appoint the same Auditors shall be appointed and their duties regulated in accordance with Chapter V and Part XI of the Act.

### NOTICES

64. A notice may be given by the Association to any Member either personally (or by sending it by post to him her or it) to his her or its property on the Coombe Estate. Where a notice is sent by post, service of the notice shall be deemed to be effected 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. Failure to give any notice in accordance with this Article shall not in any way invalidate any proceedings to which such notice relates.
65. Notice of every general meeting shall be given in any manner 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) the auditor for the time being of the Association (if one has been appointed under these Articles).

No other person shall be entitled to receive notices of General Meetings.

#### INDEMNITY

66. Subject to the provisions of the Act but without prejudice to any indemnity to which a Member of the Committee may otherwise be entitled, every Member of the Committee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which belief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.