

**THE COMPANIES ACTS 1985 and 1989**

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**Company Limited by Guarantee and not  
having a Share Capital**

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**Memorandum  
and Articles  
of Association  
of**

**ANGMERING ON SEA ESTATE RESIDENTS ASSOCIATION  
LIMITED**

Incorporated the 22nd day of March 2006

No. 5751571

Company number 05751571

PRIVATE COMPANY LIMITED BY GUARANTEE

PRINT OF SPECIAL RESOLUTION

of

Angmering On Sea Estate Residents Association Limited (**Company**)

The following resolution was passed as a special resolution of the Company  
on 18 May 2013:

**SPECIAL RESOLUTION**

THAT the articles of association be amended by the addition of the following new article 15A to be inserted between existing articles 15 and 16:

**Participation in directors' meetings**

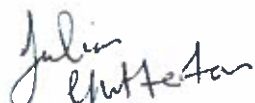
15A.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

15A.1.1 the meeting has been called and takes place in accordance with the articles; and

15A.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

15A.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

15A.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them are.



.....  
Director

Company number 05751571

PRIVATE COMPANY LIMITED BY GUARANTEE

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Angmering On Sea Estate Residents Association Limited (**Company**)

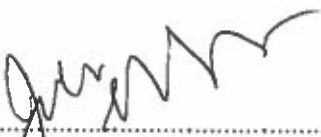
The following resolution was passed as a special resolution of the Company at the Annual General Meeting of Angmering On Sea Estate Residents Association Limited held on 26 May 2016:

**SPECIAL RESOLUTION**

THAT the articles of association be amended at article 15.2 "A quorum at a Board meeting shall be five" to read:

**Quorum at Directors' meetings**

15.2 A quorum at a Board meeting shall be four.

  
.....  
Director



**MEMORANDUM & ARTICLES OF ASSOCIATION**

**COMPANIES ACT 1985 TO 1989**

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

**MEMORANDUM OF ASSOCIATION OF**

**ANGMERING ON SEA ESTATE RESIDENTS ASSOCIATION LIMITED**

1. The name of the company is Angmering on Sea Estate Residents Association Limited (hereinafter called 'the Company')
2. The Registered Office of the Company will be situate in England and Wales
3. The objects for which the Company is established are:
  - (a) To acquire, hold, manage, maintain, administer and deal with certain land comprising inter alia the roads, pathways and verges adjacent and the sub-soil thereof comprising part of the estate known as the Angmering on Sea Estate East Preston West Sussex (hereinafter called "the Estate") and to protect and advance the common interests of the Members and to provide for and maintain in good order the Estate and provide such renewals and additions as may from time to time become necessary to maintain and improve the character and amenities of the Estate.
  - (b) To manage the Estate and to collect from each of the Members (and 'Members' shall be as defined in the Articles of Association) from time to time of the residences and businesses on or adjacent to the Estate a proportionate part of the cost of the upkeep thereof and to collect all wayleaves and similar such payments as may be due and payable to the Estate.
  - (c) To borrow and raise money in such manner as the Company shall think fit.
  - (d) To do all such other things as are incidental or conducive to the attainment of the above objects or are as calculated to enhance the value and beneficial advantage of the Company and residences.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in anyway limited or restricted by reference to or inference from any other object or objects set forth in each sub-clause or from the name of the Company. None of each sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

5. Each Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1.
6. No person shall be admitted to membership of the Company other than the Members.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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WILLIAM TESTER  
16 St. John Street  
London  
EC1M 4NT

HOWARD THOMAS  
16 St. John Street  
London  
EC1M 4NT

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DATED this 16th day of March 2006

WITNESS to the above Signatures:-

SUSAN PHILBEY  
16 St. John Street  
London  
EC1M 4NT

**COMPANIES ACT 1985 TO 1989**

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

**ARTICLES OF ASSOCIATION OF**

**ANGMERING ON SEA ESTATE RESIDENTS ASSOCIATION LIMITED**

**1. Interpretation**

In these Articles:

- 1.1 "the Act" means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;
- 1.2 "the Company" means The Angmering on Sea Estate Residents Association Limited
- 1.3 "Member" means the owners for the time being of the Freehold or Leasehold interest in the residences and businesses comprised on the Estate. Where a property is leased for a term in excess of 50 years then it is the leaseholder and not the freeholder who shall be the Member.
- 1.4 "the Estate" means the Freehold and Leasehold properties known as the Angmering on Sea Estate East Preston West Sussex and any other land buildings and real estate thereon
- 1.5 "the Properties" means the houses, bungalows flats and business premises for the time being on the Estate.
- 1.6 unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not in force when these Articles become binding on the Company.
- 1.7 the masculine includes the feminine and, where appropriate, the singular the plural.

**2. Objects**

The Company is established for the purposes expressed in the Memorandum of Association

**3. Membership**

- 3.1. The first members of the Company are every person who at the date of incorporation of the Company was a member of the unincorporated association known as the Angmering on Sea Estate Residents Association
- 3.2 Subject to Article 3.3. all owners of Properties on the Estate are eligible to become members of the Company



- 3.3. Where two or more persons (including those persons who were a member of the unincorporated association known as the Angmering on Sea Estate Residents Association ) are jointly the owners of one Property, they shall together constitute one member for each Property owned and any one of them (but only one at a time) shall be entitled to exercise the voting and other powers of such member as between such persons together constituting one member the priority of their rights to exercise such powers as aforesaid shall be according to the order in which their names appear in the register of members and in default of agreement between them their names shall be entered on the register in the order in which their names appear in their title deeds. If a limited company shall own a Property on the Estate it shall be entitled to one vote for each separate Property owned.
- 3.4. No other person may be a member of the Company
- 3.5. A member shall be entitled to all benefits and privileges of membership and be bound by these Articles a copy of which shall on payment of the membership fee be available for collection from the Registered Office on request.
- 3.6. Each member shall be provided with a Membership Card which shall entitle him to vote at general meetings.
- 3.7. A member who has ceased to be the owner of a Property (and who does not remain a Property owner) shall in any event cease to be a member upon the registration as a member of another person as the Property owner thereof

#### **4. Subscription**

- 4.1. The annual Membership Fee payable by members of the Company are to be such as the Board from time to time prescribe and shall be payable on the 1<sup>st</sup> April in each year
- 4.2. Any person entitled to become a member of the Company shall be registered as a member upon payment of a remittance to cover the appropriate subscription from the date of application to the following 31<sup>st</sup> March
- 4.3. Any Member whose annual subscription is unpaid on 1<sup>st</sup> June ceases to be a Member of the Company, and forfeits all rights in and claim upon the Company and its property unless the Board suspend the operation of this provision, which they may do so as regards any particular Member on such terms as they determine at their discretion.
- 4.4. If a Member offers payment of his subscription on or after 1<sup>st</sup> June, the Board may, in its absolute discretion, accept such payment and readmit the payer to membership as from the date of acceptance of payment.

## **5. Annual General Meeting**

- 5.1 Not more than 15 months may elapse between the date of one annual general meeting of the Company to that of the next
- 5.2 The Annual General Meeting must be held no later than the 31st May in each year at such time and place as the Board appoint.
- 5.3 At the Annual General Meeting the report of the Board and the accounts as at the preceding 31<sup>st</sup> March must be considered, the officers and other elected members of the Board for the following year must be elected (by ballot if the number of nominations exceeds the numbers of vacancies) and any other business may be transacted that may be transacted at an annual general meeting by statute or these Articles
- 5.4 Any member desirous of moving any resolution at the annual general meeting may do so on giving not less than 14 days notice in writing deposited at the registered office of the Company

## **6. Extraordinary General Meetings**

- 6.1 All general meetings other than annual general meetings must be called extraordinary general meetings
- 6.2 The Board may, whenever they think fit, and must, on a requisition made in writing by at least 25 members, convene an extraordinary general meeting
- 6.3 Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Company
- 6.4 On receipt of the requisition the Board must immediately proceed to convene an extraordinary general meeting
- 6.5 If the Board do not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may convene such a meeting

## **7. Notice of Meeting**

- 7.1 An Annual General Meeting and all Extraordinary General meetings shall be called by twenty-one days notice at the least and a meeting of the Company other than an Annual General Meeting or an Extraordinary General Meeting shall be called by fourteen days notice at the least.
- 7.2 Accidental omission to give notice of any meeting to or non-receipt of such notice by any member does not invalidate the proceedings at that meeting

## **8. Quorum**

- 8.1 No business may be transacted at any meeting unless a quorum is present
- 8.2 Save as otherwise provided in these Articles 22 members personally present is a quorum
- 8.3 If within half an hour from the time appointed for the meeting a quorum of members is not present, or, if during a meeting such a quorum ceases to be present
  - 8.3.1 if the meeting was convened on the requisition of members, it must be dissolved
  - 8.3.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and, if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the members present may form a quorum

## **9. Chairman**

- 9.1 The Chairman, and failing him, the Vice Chairman, must preside as chairman at every general meeting of the Company
- 9.2 If there is no such Chairman, or if at any meeting he is not present within 15 minutes of the time of holding the meeting, the members present may elect one of their number who is a Director to be chairman of the meeting
- 9.3 If there is no member of the Board present, then the members may elect any one of their number to be chairman of the meeting

## **10. President & Vice President**

The Board shall have power at its discretion to elect a President and Vice President with such powers and privileges and subject to such conditions as the Board shall determine save that the President and Vice-President shall have no voting rights by reason of their office.

## **11. Adjournment**

- 11.1 The Chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting) adjourn the meeting from time to time and from place to place
- 11.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place

11.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an ordinary meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

## **12. Passing a Resolution**

12.1 At any general meeting:

12.1.1 a declaration by the Chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and

12.1.2 an entry to that effect in the minutes of the Company

are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the chairman or by at least two members having the right to vote at the meeting or by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting

12.2 If a poll is demanded in the above manner, it must be taken in such manner as the chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded

## **13. Voting Rights**

13.1 Every member of the Company may attend general meetings of the Company and subject to Article 13.2 may vote at such meetings

13.2 No member may vote at any meeting unless he has a valid current voting card

13.3 Every member of the Company entitled to vote has one vote and no more, and except in the cases otherwise specifically provided for by the Articles, all questions must be decided by a majority of the members present and voting and in case of equality of votes, the chairman may have a second or casting vote

## **14. Proxy Voting**

14.1 On a poll votes may be given either personally or by proxy

14.2 A proxy must be appointed in writing under the hand of the appointer

14.3 The instrument appointing a proxy must be deposited at the registered office of the Company not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote

14.4 Any instrument appointing a proxy must be in the following form:

## ANGMERING ON SEA ESTATE RESIDENTS ASSOCIATION LIMITED

[I or We] (*name*) of (*address*) being [a member or members] of the above named Company appoint (*name*) of (*address*), of failing him, (*name*) and (*address*), as [my or our] proxy to vote in [my or our] name[s] and on [my or our] behalf at the [annual or extraordinary] general meeting of the Company to be held on (*date*) and at any adjournment

Dated:

(*signature(s) of member(s)*)

### 15. Board

- 15.1 The Board of the Company shall be the Chairman, vice-chairman, treasurer, secretary, (all of whom shall also be the officers of the Company) and not less than four or more than eight other members of the Company elected as provided in these Articles. No household shall have more than one Director.
- 15.2 A quorum at a Board meeting shall be five.
- 15.3 Notwithstanding Article 15.2 should the number of Directors fall below the minimum required then the continuing Directors may act until such time as replacement Directors are appointed under Article 21.1
- 15.4 The chairman may vote at Board meetings but shall not have a casting vote in the event of equality of votes and in such circumstances the motion concerned shall be deemed lost.
- 15.5 Subject to a quorum, decisions of the Board shall be by a simple majority of those present and voting.
- 15.6 No person who is not a member of the Company shall in any circumstances be eligible to be elected to the Board
- 15.7 The Board shall meet at least four times each year.

### 16. The Secretary

- 16.1 The Secretary shall be appointed by the Board for such period and on such terms as to remuneration and otherwise as they may think fit; and any secretary so appointed may (subject to the terms of any contract between him and the Company) be removed by the Board from office.
- 16.2 The Secretary shall have no vote at Board Meetings or at any general meeting of the Company unless he shall be a Member as herein defined.

## **17. Remuneration**

Subject to Article 16 no Director may receive any remuneration for his services but shall be reimbursed all reasonable expenses which are necessarily incurred in the proper performance of their role as Directors. All such expenses shall be subject to the approval of any two Directors or the Board as a whole. The Board shall have discretion to reject any such claim for reimbursement. The member seeking reimbursement shall not vote on any decision

## **18. Age Limit**

There is no age limit for serving on the Board and accordingly Section 293(2)-(6) of the Act does not apply to the Company

## **19. Retirement of Officers and Directors**

19.1 At every annual general meeting:

19.1.1 One third of the elected members of the Board for the time being, or, if the number of the Board is not three or a multiple of three then the number nearest one third shall retire from office

19.1.2. The members of the Board to retire shall be those who have been longest in office since their appointment or election but as between Directors of equal seniority those to retire shall (unless they otherwise agree between themselves) be determined by lot

19.2 Retiring members of the Board are eligible for re-election at the same or any other general meeting of the Company

19.3 Any member of the Board who attends fewer than half of the meetings between two consecutive annual general meetings must, if his term of service has not expired, retire on the day after the second of such meetings and is ineligible for re-election for the next year unless the Board decide otherwise

## **20. Election of Officers and Directors**

Subject as provided above, the election of officers and other Directors of the Company, must take place in the following manner:

20.1 Any two members of the Company may nominate any other member to serve as an officer or Director of the Company, having previously received his consent

20.2 The name of each member so nominated, together with the names of his proposer and the seconder, must be sent in writing signed by all three of them to the secretary at least 14 days before the annual general meeting

20.3 If more nominations are received for the election of members of the Board and officers than the requisite numbers specified in Article 15 then a list of the candidates names in alphabetical order with their proposers and seconders names must be delivered to each members house as soon as possible after the close of nominations

with a completed voting form to be prepared in such manner as may be decided by the Board and to be returned by the members in the same manner as provided in Article 14.3.

- 20.4 Each member present at the annual general meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies
- 20.5 If insufficient candidates are nominated, the officers may elect a member or members to fill the remaining vacancy or vacancies
- 20.6 If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected
- 20.7 If two or more candidates obtain an equal number of votes, the officers must select by lot from such candidates the candidate or candidates who is or are to be elected
- 20.8 The Secretary shall oversee the voting and announce the result of the election of the new Directors at the Annual General Meeting. Except in the case of an obvious error such announcement shall be final

## **21. Casual Vacancies**

- 21.1 The Board may from time to time and at any time appoint any member of the Company to the Board either to fill a casual vacancy or by way of addition to the Board.
- 21.2 The maximum number of such additional co-opted members shall not at any time exceed six or such greater number if required for a quorum.
- 21.3 Any officer or Director appointed to fill a casual vacancy must retire at the following annual general meeting

## **22. Removal of Officers**

The office of an officer or Director is vacated if:

- 22.1 he absents himself from meetings of the Board for a continuous period of six calendar months without special leave of absence from the other Directors or
- 22.2 he gives the Board one calendar month's notice in writing that he resigns his office or
- 22.3 he ceases to be a member of the Company or
- 22.4 he is removed by extraordinary resolution passed at a general meeting of the Company

## **23. Accounts**

23.1 The Board must ensure that proper books of account are kept in respect of:

23.1.1 all sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place and

23.1.2 the assets and liabilities of the Company

23.2 The books of account must always be open to the inspection of the Board

23.3 The Board must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Company or any of them, are to be open to the inspection of members of the Company who are not Directors

23.4 No member who is not a Director has any right to inspect any account or book or document of the Company except as conferred by statute or authorised by the Board

## **24. Preparation of Accounts**

24.1 Once at least in every year the Board must lay before the Company in general meeting an account of income and expenditure for the period since the preceding account

24.2 A balance sheet must be made out in every year and laid before the Company in general meeting, made up to a date not more than six months before such meeting

24.3 A copy of the balance sheet must be sent to, or made available to, the persons entitled to receive notices of general meetings in the manner in which notices are to be given under these articles 21 days prior to the meeting

24.4 Every account and balance sheet must be accompanied by a report of the Board and the account, report and balance sheet must be signed by two Directors and countersigned by the Secretary

## **25. Powers of the Board**

25.1 The Board may exercise all powers that may be exercised by the Company and do anything that may be done by the Company except where under these articles or any statute for the time being in force the power must be exercised or the thing be done by the Company in general meeting

25.2 The Board may act notwithstanding vacancies

25.3 The Board may issue debentures, debenture stock, bonds or obligations of the Company at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Company any sum or sums of money either upon mortgage or charge for all or any of the property of the Company, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit



## **26. Rules**

- 26.1 The Board may from time to time make, alter and repeal any rules they consider necessary or expedient or convenient for the proper conduct and management of the Company
- 26.2 The Board must adopt whatever means they consider sufficient to bring all rules, alterations and repeals to the notice of the members of the Company
- 26.3 All rules, so long as they are in force, are binding on all members of the Company
- 26.4 No rules may be inconsistent with, or affect or repeal anything contained in, the Memorandum or Articles of the Association, or be in breach of any statutory provision
- 26.5 Any rule may be set aside by a special resolution of a general meeting of the Company

## **27. Delegation**

- 27.1 The Board may delegate any of their powers to a committee or committees appointed by the Board
- 27.2 A sub-committee may have up to one third of its membership from members of the Company other than Directors
- 27.3 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the Board
- 27.4 Any delegation of powers or appointment of a committee may be recalled or revoked by the Board at any time

## **28. Dissolution**

If the Company is wound up whether voluntarily or otherwise, the liquidator shall, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the members as he, with the same sanction, determines

## **29. Notices**

- 29.1 A notice may be given by the Company to any member personally, or by delivery to his personal address or by sending it by post in a prepaid envelope addressed to the member at his registered address
- 29.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 48 hours after the envelope containing it was posted

### 30. **Headings**

The headings in these articles do not form part of them or in any manner affect the interpretation or construction of them

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NAMES AND ADDRESSES OF SUBSCRIBERS

---

WILLIAM TESTER  
16 St. John Street  
London  
EC1M 4NT

HOWARD THOMAS  
16 St. John Street  
London  
EC1M 4NT

---

DATED this 16th day of March 2006

WITNESS to the above Signatures:-

SUSAN PHILBEY  
16 St. John Street  
London  
EC1M 4NT

Company number 05751571

PRIVATE COMPANY LIMITED BY GUARANTEE

PRINT OF SPECIAL RESOLUTION

of

Angmering On Sea Estate Residents Association Limited (**Company**)

The following resolution was passed as a special resolution of the Company  
on 18 May 2013:

**SPECIAL RESOLUTION**

THAT the articles of association be amended by the addition of the following new article 15A to be inserted between existing articles 15 and 16:

**Participation in directors' meetings**

- 15A.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 15A.1.1 the meeting has been called and takes place in accordance with the articles; and
  - 15A.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 15A.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 15A.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them are.

  
.....  
Director