

MEMORANDUM AND ARTICLES
OF ASSOCIATION
OF
WILLOWHAYNE RESIDENTS' ASSOCIATION
LIMITED

Incorporated 1974

Company No. 1160296

COMPANY LIMITED BY

GUARANTEE AND NOT

HAVING A SHARE CAPITAL

Please Note:

This document has been compiled from the original Memorandum and Articles of Association and the amendments duly resolved at Extraordinary General Meetings of the Company held on the

10th May 1975, 29th April 1983 and 22nd April 1994

and at Annual General Meeting held on 25th July 2018

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

WILLOWHAYNE RESIDENTS' ASSOCIATION LIMITED

1. The name of the Company is WILLOWHAYNE RESIDENTS ASSOCIATION LIMITED.
2. The Registered office of the Company will be situated in England.
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 common roads, pathways, and gardens adjacent and comprising part of a development known as Willowhayne Estate East Preston and Rustington Parishes Sussex (hereinafter called "the Estate") 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 amenities of the Estate.
 - (b) To manage the Estate and to collect from each of the owners from time to time of the residences or building plots on or adjacent to the Estate a proportionate part of the costs of the upkeep thereof.
 - (c) To borrow and raise money in such manner as the Company shall think fit.
 - (d) To do such other things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value and beneficial advantage of the Estate and the residences or building plots thereon.
4. The liability of the members is limited.
5. Every 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 one pound.

6. No person shall be admitted to membership of the Company other than the subscribers hereto and the owners of the residences or building plots comprised in Willowhayne Estate aforesaid

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

<u>Name. Addresses and Descriptions of Subscribers</u>
Harold Threlfall Silversides Crofters Michel Grove Angmering on Sea Sussex Retired
William Blenkinsop Embleton 10 Kithurst Close East Preston Sussex BN16 2TQ Retired

Dated this 31st day of December 1973

WITNESS to the above signatures: -

E Clifford Smith
Manor Cottage
East Preston Sussex

Chartered Surveyor

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVNG A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

WILLOWHAYNE RESIDENTS' ASSOCIATION LIMITED

GENERAL

1. In these Articles: -

"the Act" means the Companies Act 1948.

"the seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"the Estate" means that part of the Willowhayne Estate in the Parishes of East Preston and Rustington as indicated bordered by a thick black line on the attached plan.

"the owners" means the owners for the time being of the freehold interest in the residences or building plots comprised in the Estate or their spouses.

"United Kingdom" means Great Britain and Northern Ireland.

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 meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

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

MEMBERSHIP

3. The number of members with which the Company proposes to be registered is 200, but the directors may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and all owners who apply in writing for membership shall be members of the Company.
5. Where two or more persons jointly are the owners of one residence or building plot on the Estate they shall together constitute one member and the person whose name first appears in the register of members shall exercise the voting and other powers vested in such member.
6. Every member shall use his best endeavours to ensure that his successor in title shall become a member of the Company and shall enter into a similar voluntary agreement with the Company (or its successors in title) to pay on demand such annual or other periodic sum being a fair proportionate part of the costs and expenses incurred by the Company from time to time in keeping and maintaining the Estate in good repair and condition. Provided always that the basis of the proportionate liability shall be decided approved and adopted from time to time by members at a General Meeting of the Company.
7. The trustee in bankruptcy of any bankrupt member or the personal representative(s) of any deceased member shall be entitled to become a member if, at the time of his application for membership, he is an owner.

GENERAL MEETINGS

8. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company 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. The annual general meeting shall be held at such time and place as the Directors shall appoint.
9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The Directors 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 132 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors

11. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice at the least, in writing or via any electronic form and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice at the least, in writing or via any electronic form. Notice will also be posted on the WRA website. 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 the meeting and in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company. Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed: -
 - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat: and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors, and the fixing of the contributions to be paid by members in accordance with Article 6.
14. 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, THREE members present in person or by proxy shall be a quorum.
15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, -if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place, as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

16. The Chairman of the Directors shall preside as chairman at every general meeting of the Company or if there is no. chairman for the time being, or if he 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 elect some other director to be Chairman of the meeting. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
17. 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 of the business to be transacted at an adjourned meeting.
18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present in person or by proxy. Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceeds of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn,
19. Except as provided in Article 22, 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.
20. 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.
21. 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, (all members of the Company being first given reasonable notice thereof) and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
22. 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 shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

23. Subject as hereinafter provided, every member present in person or by proxy shall have one vote.
24. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company shall have been paid.
25. On a show of hands or on a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

28. (i) The first Directors shall be appointed by the subscribers to the Memorandum and Articles of Association.

(ii) Until otherwise determined by the Company in general meeting the number of the Board shall not be less than two or more than ten.
29. No person shall be disqualified from being or becoming a Member of the Board by reason of his attaining or having attained the age of 70 years.
30. The Directors may from time to time and at any time appoint any member of the Company as a director either to fill a casual vacancy or by way of addition to the Board. Any member so appointed shall retain his office only until the next annual general meeting, but he shall then be eligible for re-election.
31. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a director with the exception of the first Directors.

BORROWING

32. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its 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 Company.

POWERS AND DUTIES OF THE DIRECTORS

33. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being consistent with the aforesaid provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
34. The Directors shall not be obliged to arrange for any work to be done if this would involve the expenses of the Company exceeding the net income.
35. The Directors shall have power from time to time to appoint a Chairman and vice-Chairman and determine their respective duties and the tenure of their office.
36. The Directors shall cause minutes to be made in books provided for the purpose: -
 - a) of all appointments of officers by the directors.
 - b) of the names of the Board present at each meeting of the Directors and of any committee of the Directors.
 - c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of the Directors.
37. The Directors for the time being may act notwithstanding any vacancy in their body, provided always that, in case the Board shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these Articles, it shall be lawful for them to act for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE BOARD

38. The office of a Director shall be vacated: -
 - a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - b) if he becomes of unsound mind;
 - c) if he ceases to be a member of the Company;
 - d) if by notice in writing to the Company he resigns his office;
 - e) if he ceases to hold office by reason of an order made under Section 188 of the Act;
 - f) if he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

ANNUAL ELECTION OF DIRECTORS

39. (i) At every Annual General Meeting: -
- (a) One third of the directors for the time being, or, if the number of directors is not three or a multiple of three, then the number nearest one third shall retire from office.
 - (b) Directors retiring in accordance with Regulation 39 (i) (a) hereof shall be eligible for re-election.
 - (ii) Where a director has served in that capacity for six years then the director shall not be eligible for re-election until the Annual General Meeting next following his retirement.
 - (iii) The directors 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
40. No person not being a retiring director shall be eligible for election to the office of director at any General meeting unless not less than 35 days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by that person, of his willingness to be elected.
41. The Company may by Extraordinary Resolution remove any director before the expiration of his period of office and may by an Ordinary Resolution appoint another member in his stead.

PROCEEDINGS OF THE DIRECTORS

42. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
43. A Director may, and on the request of a director the Secretary shall, at any time, summon a meeting of the Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
44. The Chairman for the time being of the Directors shall be the Chairman of the Company and shall be entitled to preside at all meetings of the Directors at which he shall be present, but if there be no such Chairman for the time being or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting or willing to preside, the Directors may choose one of the number to be Chairman of the meeting.

45. The Directors may delegate any of their powers to committees consisting of such person or persons (whether or not Directors of the Company) as the Board think fit, and in particular the Directors may appoint Managing Agents to act for and on behalf of the Company in connection with the general management of the Estate and their reasonable fees and expenses in so doing shall be payable by the Company. Any committee so formed shall conform to any regulations imposed on it by the Directors and shall be subject at all times to the control of the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.

46. All acts bona fide done by any meeting of the Directors or of any committee set up by the Directors or by any person acting as a Director or of any committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

47. A resolution in writing signed by all the Directors for the time being of the Company or of any committee set up by the Company who are duly entitled to receive notice of a meeting of the Directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such committee respectively, duly convened and constituted.

SECRETARY

48. The Secretary shall be appointed by the Directors 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. The Directors may from time to time by resolution appoint an Assistant or Deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

49. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Directors or of a committee of Directors authorised by the Company in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

50. The Directors shall cause proper books of account to be kept with respect to: -
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.

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 affairs of the Company and to explain its transactions.

51. The books of account shall be kept at the Company's registered office, or, subject to Section 147(3) of the Act, at such place or places as the Directors think fit, and shall always be open to inspection by the Directors.
52. The books of account shall be open to the inspection of any member of the Company on reasonable notice.
53. At the annual general meeting in every year the Directors shall lay before the Company an income and expenditure account for the period since the last preceding account together with a Balance Sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Directors, the Independent Financial Review Report as produced by the appointed, appropriately qualified, Accountant(s) and copies of such accounts, balance sheets and reports of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings and in the manner in which notices are hereinafter directed to be served. The Independent Financial Review Report shall be open to inspection and to be read before the meeting. Such documents will also be published on the WRA website.

INDEPENDENT FINANCIAL REVIEW

54. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified Accountant(s).
55. The Accountant(s) shall be appointed at each Annual General Meeting.

NOTICES

56. A notice may be served by the Company upon any member either personally or sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members or by delivering it at his registered address. Notice can also be served to any member by electronic form.
57. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company. If any member does not have a postal address within the United Kingdom but provides an electronic form contact address, any notice will be sent to this electronic form contact address only.
58. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice, if served by electronic form, shall be deemed to be served within 24 hours of date and time of sending and it shall be sufficient to prove that such notice is sent to the address provided by the member

INDEMNITY

59. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 449 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act