

Company Number: 856225

The Companies Act 2006
Private Company Limited by Shares
Articles of Association of
OXSHOTT WAY RESIDENTS ASSOCIATION LIMITED
(Adopted by Special Resolution passed on 6 May 2014)

Interpretation and Limitation of Liability

1. The Model Articles of Association for private companies limited by shares contained in schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the “Model Articles”) shall apply to the Company save in so far as they are excluded or modified hereby or are inconsistent herewith and such Model Articles and the Articles set out below shall be the Articles of Association of the Company (the “Articles”).
2. In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
3. Model Articles 2, 3, 7, 8, 9, 11, 12, 13, 14, 15, 17, 19, 20, 30, 38, 51 and 52 do not apply to the Company.
4. In these Articles, if not inconsistent with the subject or context:
 - (a) words importing the singular include the plural and vice versa and references to persons or companies shall include bodies corporate; words importing any gender shall include all genders; the headings are for convenience only and shall not affect their interpretation; any reference to the Members or Shareholders shall (if appropriate) include their personal representatives; and words and phrases which are defined in the Companies Act 2006 shall have the same meanings herein.
 - (b) “Act” means the Companies Act 2006 as amended or re-enacted from time to time;
 - (c) "Association" means the unincorporated Oxshott Way Estate Association or Oxshott Way Residents Association the Members of which are Members of the Company;
 - (d) "Board" means the board of Directors from time to time;
 - (e) “Company” or “OWRA” means Oxshott Way Residents Association Limited , formerly The Oxshott Way Estate (Holdings) Limited;
 - (f) “Contribution” or “Subscription” means any sums payable by a Member pursuant to decisions made in general meetings whether Annual, Development or Usage contributions or in accordance with OWRA’s Residents, Planning or Building Activity Guidelines.
 - (g) “Estate” means the Oxshott Way Estate in Cobham, Surrey comprising related land, infrastructure and the homes abutting the private roads known as The Bowsprit, Broad Highway, Harebell Hill, Oxshott Rise, Oxshott Way, Mizen Close, Mizen Way, The Paddock and Spinnaker Close.
 - (h) “Officer” means any Member that the Board appoints for any purpose who is not a Director.
 - (i) “Owners” means the freehold owners from time to time of the Properties situated on the Estate and “Owner” means any of them;
 - (j) “Shareholder(s)” or “Member(s)” means the registered holder or holders from time to time of the issued share capital of the Company.

- (k) “Properties” means any plot of land that has or is capable of having a dwelling house erected upon it.

5. The liability of the Members is limited to the amount, if any, unpaid on their shares.

Objects of the Company

6. The objects of the Company are:

- (a) To maintain the private roads and related land and infrastructure of the Estate. These private roads are known as The Bowsprit, Broad Highway, Harebell Hill, Oxshott Rise, Oxshott Way, Mizen Close, Mizen Way, The Paddock and Spinnaker Close (to the gate).
- (b) To ensure that the Owners of Properties on the Estate pay their fair share of such annual, development and any other contributions (e.g. for access to and use of the Estate facilities) as are due to the Company as its means of performing this maintenance. These are set at Company AGMs, written in OWRA’s Residents Guidelines and displayed on www.owra.co.uk.
- (c) To encourage the preservation of the residential refinements of the Estate and to resist by every possible means the spoliation of any of the amenities and refinements of the Estate.
- (d) To uphold the one-house-per-plot policy established at the Estate's inception and to strenuously resist sub-division.
- (e) To uphold OWRA’s Residents, Planning and Building Activity Guidelines.
- (f) To preserve the Estate as a high-class residential area and to encourage the preservation of the rural beauty and characteristics of the Estate by the care and maintenance of the verges, trees, shrubs and common areas.
- (g) To make representations to the Local Authority, Public Bodies and others with regard to matters concerning the Estate and these objects.
- (h) To do all lawful things incidental or conducive to the attainment of these objects or any of them.
- (i) To display a copy of the Articles and OWRA’s Residents, Planning and Building Activity guidelines on www.owra.co.uk.
- (j) To provide a medium for social interaction between the residents of the Estate. The Company will encourage tenants of rented houses on the Estate to play an active role in the Estate's activities and attend general meetings as non-voting Honorary Members of the Company.

Members

7. The Members shall be all those who own the freehold of a Property on the Estate who each shall have one share in the Company. At the date of adoption of these Articles there are 206 freehold Properties on the Estate and 206 shares in issue. Each share has a par value of £0.05 and is fully paid.

8. Entitlement to Membership is automatic on acquisition of the freehold of the Property and is relinquished on its disposal.
9. Each Member is required to transfer their share in the Company to the new owner of their Property when they dispose of their Property. This is accomplished by sending a duly executed share transfer form in favour of the new owner to the Company Secretary at the Company's registered office. The Directors reserve the authority to compulsorily transfer any share if it should be discovered that a Property has been transferred without the relevant share having been transferred. In such case the Directors may authorise any director of the Company (who shall be deemed to be irrevocably appointed as the attorney of the transferring Member for the purpose) to execute the necessary transfer (at a nil consideration) and deliver it on such Member's behalf to the new owner of the Property.
10. The Directors may, given due reason, decline to register any transfer of a share whether or not it is a fully paid share.
11. Every Member shall be bound by the Articles.
12. The Company has agreed it will meet such costs of running the Association as are agreed by the Board.

Lapsed Members

13. Any Member whose Contribution is overdue by more than six months, and who has not provided a reason considered acceptable by the Board, may by resolution of the Board be deemed a Lapsed Member but such Member has the right of appeal to a general meeting and that meeting's decision will be final. Lapsed Members:
 - (a) Are not eligible to vote on written resolutions or on resolutions put to general meetings whether in person or by proxy.
 - (b) Are to be notified that they are in dispute with the Company such that any prospective buyer or tenant is aware of this dispute.
 - (c) May be listed at Annual General Meeting. The Board may at its discretion pursue any overdue amounts from Lapsed Members through the Courts.
 - (d) Do not qualify for any share of any distribution.
 - (e) Do not qualify for any discount on their contributions that may otherwise have resulted from any application of the Company's reserves.
14. At the Board's discretion Lapsed Members may be reinstated as Members usually upon payment of any outstanding contribution plus an administration fee equal to one annual contribution.

Annual General Meeting

15. The Annual General Meeting ("AGM") of the Company shall be held, as far as possible, within four calendar months of the close of each financial year of the Company at a time and place fixed by the Board. The financial year of the Company shall be the calendar year. The Annual General Meeting shall be held at the same time and place as that of the Association. At least 14 days notice shall be given of an Annual General Meeting (other than an adjourned Annual General Meeting).
16. The business of the Annual General Meeting shall be:
 - (a) To receive the statement of accounts with respect to the previous financial year and a

report upon the business of the Company during that year and upon the prospects of the Company during the forthcoming year.

- (b) To elect the Directors.
- (c) To appoint the Auditor.
- (d) To set or consider changing the amounts for the Annual, Development and Usage Contributions.
- (e) To adopt a budget for the year.
- (f) To transact any special business of the Association of which due notice shall have been given.
- (g) To transact any other business normally carried out at an Annual General Meeting.
- (h) To consider and if thought fit adopt any resolution proposed by a Member that is seconded at the meeting provided that this is notified to the Board in writing at least fourteen days prior to the Annual General Meeting.

Special General Meetings

17. Special General Meetings may be convened by the Board or shall be convened by them upon a requisition signed by at least twelve Members of the Company, and such Special General Meetings shall be held as soon as possible after such requisition and held at such time and place as shall be fixed by the Board. The Notice convening a Special General Meeting shall state the precise purposes for which the Special General Meeting is being convened. At least 14 days notice shall be given of a Special General Meeting (other than an adjourned Special General Meeting).

Proceedings of General Meetings

18. If at least twenty Members are not present either in person or by proxy at a meeting then the only business it may transact is to adjourn the meeting to a future date. However when the meeting reconvenes then any ten Members then present in person or by proxy may decide any resolution that had been duly notified as business for the meeting.
19. The Chairman of the Board shall preside as Chairman of the meeting. The Shareholders may regulate their proceedings as they think fit.
20. A resolution put to the vote shall be decided on a show of hands unless a poll is duly demanded in accordance with the Articles. On a show of hands each Shareholder who is present in person or (being a corporation) is present by a duly authorised representative shall have one vote. On a poll each Shareholder who is present in person or by proxy, or (being a corporation) is present by a duly authorised representative, shall have one vote for each share of which he is the holder. Shareholders may register a proxy vote in writing, and all proxies must be delivered to the Chairman at or prior to the meeting. A poll may be demanded by (a) the Chairman of the meeting; (b) five or more persons having the right to vote on the resolution; or (c) persons representing not less than one tenth of the voting rights of all the Shareholders having the right to vote on the resolution.
21. In the case of an equality of votes, the Chairman shall have a second or casting vote in addition to any other vote he may have. In the case of joint holders the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders: and seniority shall be determined by the order in which the names of the holders stand in the register of Members.

22. Resolutions of the Members may be proposed as written resolutions in accordance with the Act either by the Directors or by the Members.

Members Reserve Power

23. The Directors shall require the approval of the Members, by a special resolution at a general meeting (requiring at least 75% of the votes cast to be in favour), or by a written resolution of the Members (requiring at least 75% of the total votes of all Members eligible to vote to be in favour), for any material proposal to dispose of land owned by the Company, to amend these Articles or to take steps for the winding up of the Company.
24. The Directors shall require the approval of the Members, by an ordinary resolution at a general meeting (requiring more than 50% of the votes cast to be in favour), or by a written resolution of the Members (requiring more than 50% of the total votes of all Members eligible to vote to be in favour), for any proposal to enter into any financial commitment (e.g. borrowing, commencing a legal dispute, or starting a new project) that will cost in excess of the sum equivalent to fifty current annual Member Contributions.
25. The Directors when acting in accordance with Article 29 shall require the approval of the Members by an ordinary resolution at a general meeting (requiring more than 50% of the votes cast to be in favour), or by a written resolution of the Members (requiring more than 50% of the total votes of all Members eligible to vote to be in favour), for any proposal that exceeds the powers given to the Directors under that Article.

Directors and Board

26. Directors must be Natural Members of the Company (i.e. not Corporate or similar members) and therefore must relinquish their position should they cease to be a Member for any reason. For the removal of doubt owners and co-owners of shares or the spouses or partners of owners of shares are all qualified to serve as Directors but only one Director per Property may serve at any one time.
27. The Board may co-opt Directors by Board resolution between AGMs who will agree to serve by signing the relevant Companies House form. The Board must be satisfied that Directors are qualified to serve per these Articles and that they will be able to attend at least 50% of the meetings of the Board. Directors will offer themselves for election or re-election to the Board at each AGM and thereby agree to serve for the following year and attend at least 50% of the Board meetings. The Board will ensure that all appointments to the Board are duly notified via www.owra.co.uk.
28. Directors and Officers shall not be entitled to any remuneration but shall be entitled to recover reasonable expenses provided these are approved by another Director.
29. The Board shall normally consist of not less than five Directors. In the event that there are less than five Directors the remaining Directors may continue to function as a board until the next Annual General Meeting of the Company regarding the normal tasks of the Company provided that:
- (a) The Board must advise the Members of their numbers and call for volunteers.
 - (b) Normal activities include dealing with emergencies, recruiting volunteers, infrastructure maintenance, horticultural maintenance/replanting, collecting & paying bills, investing funds and approving plans for the development of Properties on the Estate.
 - (c) Normal activities do not include the commencement of a road resurfacing programme

or entering into any financial commitment (such as borrowing, commencing a legal dispute, or starting a new project) that will cost in excess of the sum equivalent to twenty five current annual Member contributions.

30. The Board shall elect a Chairman from amongst its own number. The person so elected shall be the Chairman of the Company and of the Association and shall be removable either a) by an ordinary resolution of the Members at a General Meeting of the Company called for that purpose in accordance with the Act or b) by a written resolution of the Directors. At the Annual General Meeting, if the Chairman is not re-elected as a Director he shall nevertheless retain the Chair until the conclusion of that meeting and shall be deemed to possess all the powers of the Chairman for this express purpose notwithstanding that he is no longer a Director.
31. The Board shall either 1) elect a Treasurer/Company Secretary or a Treasurer and Company Secretary from amongst its own number (if suitable candidate/candidates put themselves forward) or 2) appoint a suitable local professional or professionals to perform one or other or both of these tasks. The responsibilities of such professionals will be to provide such reports as are called for, to attend such meetings of the Board as it may request and generally to lend expertise and experience to its deliberations.
32. The Board is also the Committee of the Association and its Chairman, Treasurer and Secretary are automatically Chairman, Treasurer and Secretary of the Association.

Powers and Proceedings of the Board

33. Subject to the Articles and to the provisions of the Act, the Directors shall conduct the business of the Company, for which purpose they may exercise all the powers of the Company.
34. The Directors shall take out such insurance as is reasonably available to cover the Company's assets and employees from loss or damage howsoever caused and the Company and its Directors and Officers from any claims from employees or third parties.
35. The Directors may regulate their proceedings as they think fit, save that no payment of over ten annual Contributions shall be made from any bank or investment or similar account without two Directors' signatures nor shall a series of linked payments exceed such limit.
36. The Directors shall display an up to date copy of the Articles at www.owra.co.uk.
37. The Directors shall review OWRA's "Guidelines for Residents", "Planning Guidelines" and "Building Activity Guidelines" each year and submit any recommended changes to the Members for approval. The current revisions will be displayed on www.owra.co.uk.
38. The Board shall meet at times and places as it determines. The quorum for Board resolutions will be three Directors when there are three or four Directors in total, four Directors when there are five or six Directors in total and five Directors when there are seven or more Directors in Total.
39. Any Director may propose an ad-hoc Board meeting at any time to decide a specific single question by notifying all other Directors of the time, place and means of the proposed meeting and with the question to be decided. Such an ad-hoc meeting may be called with such notice

as no other Director objects to, else with a minimum of seven days notice.

40. Any Director may nominate an alternate to represent him/her at a Board meeting by notifying the Board in writing. Alternates must be otherwise qualified to be a Director in their own right, and not otherwise be present at the meeting. Alternates will have all the powers of the Director they are representing at any meeting they are appointed to.
41. If the Chairman be absent from a meeting and unless a Vice-Chairman has been appointed and is present, those Members of the Board present shall elect one from their number to be the Chairman for that occasion. The Chairman of the meeting shall have a casting vote.
42. All acts done in good faith by any meeting of the Board or of any committee thereof, shall notwithstanding that it shall afterwards be discovered that there was any defect in the appointment of any Member or Members or that any one or more of them were disqualified, be as valid as if every Member had been duly appointed and was duly qualified to serve.
43. The Board may delegate any of the powers it possesses to manage the business to a committee of Directors and other Officers, who for the removal of doubt may be a joint-Shareholder with a Director, which shall, in the functions entrusted to it, conform in all respects to the instructions and regulations given to it by the Board. The Board may contract its work to agents, contractors, or other third parties as it sees fit.
44. All questions to be decided by the Board or a Committee shall be decided collectively either at Board or Committee meetings or by written (usually email) ballot. Each Member of the Board or Committee has one vote and, in the event of equality of votes, the Chairman shall have a second or casting vote. At meetings votes may be cast in person, by Alternate or electronically and resolutions are passed by a simple majority of votes cast. For written ballots resolutions are passed by a simple majority of the total number of Directors.
45. If a Director has, directly or indirectly, a material interest in a matter which is the subject of, or related to, a resolution to be voted on at a Board or Committee meeting, then that Director must disclose that interest to the Board or Committee in accordance with the Act prior to discussion of such resolution. The remaining Directors then present must, provided they constitute a quorum, decide whether the Director with the conflict will be entitled to vote on the resolution and if the Director concerned is the Chairman then the Board or Committee shall appoint another Director to act as Chairman for the purpose of considering the resolution.
46. The Board shall keep records of its accounts and other matters in accordance with the Act and records of its other decisions for a period of seven years. The Board shall keep such other records of its proceedings as it sees fit.
47. The duties of the Treasurer shall include raising invoices and ensuring collection of Contributions, paying for services as approved by another Director, recommending investments to the Board and arranging those agreed, providing management accounts to each Board meeting, providing the Auditor such information as required and providing annual tax returns to HMRC.
48. The duties of the Company Secretary shall include:
 - (a) Ensuring that all General meetings of the Association are minuted, and that the minutes are signed by the Chairman of the meeting at which they are to be read and

- circulated to the Members prior to that meeting.
- (b) Ensuring that the minutes of every meeting of the Board or Committee if any are circulated prior to the next of such meetings respectively and signed by the Chairman of the meeting at which they are so read.
 - (c) Minutes signed as aforesaid are conclusive subject to the correction of any patent error.
 - (d) Ensuring that all the documents, minute books, financial books and other relevant papers of the Company are maintained up to date and kept securely.
 - (e) Arranging Board and Committee meetings and General meetings as required including the issuance of agendas and details of any matter to be decided.
 - (f) Endeavouring to ensure that the Company and the Board and any Committee act in accordance with the Articles.

Auditor

- 49. The Company must have its accounts reviewed annually by its Auditor.
- 50. While the Company is not subject to a statutory audit requirement, a statutory audit can nonetheless be required either by a resolution passed at a general meeting, by the Board or by a demand signed by at least twenty Members.
- 51. At each Annual General Meeting of the Association, the Board shall nominate a Member or a firm of Chartered Accountants as the Company's Auditor to hold office until the following Annual General Meeting. This nomination must be approved by the AGM.
- 52. The Auditor shall have a right of access to the books, accounts, correspondence, documents and vouchers of the Company, and he shall be entitled to require from the Board such information and explanation as may be necessary for the performance of the duties of the Auditor.
- 53. A Statement of Accounts shall be prepared annually by the Company and shall be presented to the Board, and, if approved, signed by the Auditor and two Members of the Board.
- 54. The Auditor shall make a report to the Members including the signed Statement of Accounts, as aforesaid, to be presented to the Annual General Meeting. The report shall state whether or not he has obtained all the information and explanations he has required and whether, in his opinion, the Statement of Accounts referred to in his report is reasonably correct according to the best of his information and the explanations given to him and as shown by the books of the Company. The Auditor shall sign his said report, which shall be annexed to the Statement of Accounts to which it relates.
- 55. The Auditor shall not be eligible to be a Director so long as he is Auditor, and no Director shall be eligible to be appointed Auditor so long as he is a Director.

Statutory Accounts

- 56. Statutory accounts shall be prepared annually and shall be presented to the Board, and, if approved, signed by two Directors.

Dividends

57. The income and property of the Company from wheresoever derived shall be applied solely towards promotion of the objects of the Company and no dividend or other distribution shall be paid or made to the Shareholders.

Application of Assets on a Winding Up

58. On a return of capital in a winding up the assets of the Company available for distribution shall be distributed to the Members in proportion to their shareholdings.

Indemnity

59. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Winding up

60. If at any General Meeting a resolution for the dissolution of the Company shall be passed by a majority of votes cast by Members present in person or by proxy, and such resolution shall, at a Special General Meeting held not less than one month thereafter at which not less than one half of the Members entitled to attend and vote shall be present in person or by proxy, be confirmed by a Special Resolution, the Board shall thereupon or at such future date as shall be specified in such resolution proceed to realise the property of the Company, and after the discharge of all liabilities shall divide the same equally among all Members, and upon the completion of such division the Company shall be dissolved.