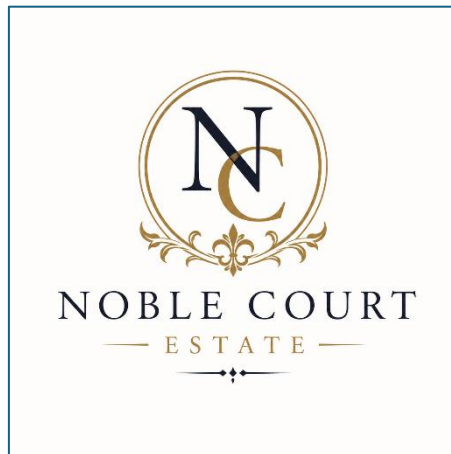




AGM Processes

Voting Structure

Report: Voting Structure of Church Mews Management Company (Mitcham) Limited

1. The fundamental rule: one member, one vote

The most important provision is **Article 7(a)** on page 14.

It states:

“there shall be one vote together one Member”

The scan is slightly awkwardly worded, but its effect is reinforced by the subsequent provisions: **the voting entitlement attaches to the Member, rather than automatically to each flat or dwelling owned.**

This is particularly significant at Noble Court because ownership of more than one flat does **not appear, from these Articles, to give an individual member a separate vote for every flat they own.**

2. Jointly owned flats do not produce multiple votes

Article 7(b) deals specifically with joint ownership. It says that where two or more people are registered in respect of the same dwelling, the person whose name appears **first in the Register of Members** exercises the voting and other powers vested in the member.

Article 8 reinforces this. Where a dwelling is registered in the names of more than one person, the person whose name stands first in the register is regarded as the member for the purposes of the Articles.

So, for example, if a flat is jointly owned by Mr and Mrs Smith, that does **not** appear to give them two votes. The person first entered in the Register exercises the membership voting rights.

3. Owning several flats does not appear to multiply a person's vote

This is potentially one of the most consequential aspects of your Articles.

Article 4 says that the number of members with which the company proposes to be registered is **50**, although the directors may increase that number.

Article 5 then restricts membership essentially to subscribers and persons who acquire an interest in a dwelling within the development.

But Articles 7 and 8 make the voting mechanism dependent upon the **Member**, rather than saying "one vote for each dwelling", "one vote for each flat", or "one vote for each unit."

Therefore, if one registered member owns three flats, I see **no provision in these Articles giving that person three votes simply because they own three flats**. The apparent structure is:

one member = one vote.

That is quite different from an RMC whose articles allocate one vote per flat/share/unit.

4. Ordinary voting at general meetings

Article 20 provides the starting procedure.

A resolution put to the meeting is decided initially by a **show of hands**, unless a poll is demanded before or on declaration of the result.

Article 21 then says that, unless a poll is demanded, the chairman's declaration that a resolution has been carried, carried unanimously, carried by a particular majority, or lost is conclusive evidence of the result, without proof of the precise numbers voting for or against.

Article 22 provides that if a poll is properly demanded, it is taken in the manner directed by the chairman and its result becomes the resolution of the meeting.

5. Who can demand a poll?

Article 20 provides several routes.

A poll can be demanded by the chairman; by **at least two members present in person or by proxy**; by member(s) representing not less than **one-tenth of the total voting rights** of all members entitled to vote; or by member(s) holding voting rights attached to the relevant financial contribution specified by the Article.

This is important because members do not necessarily have to accept a simple show-of-hands result where the Articles entitle them to demand a formal poll.

6. Voting on a poll remains one vote per member

Article 25 is especially useful because it states expressly:

“Every Member present in person or by proxy shall have one vote”

There is then a special provision for subscribers to the original Memorandum who were not dwelling owners, but that is essentially a historic incorporation provision and unlikely to have practical relevance to Noble Court today.

This provision strongly supports the interpretation of Article 7: **the normal voting unit is the member, not the number of flats owned by that member.**

7. Proxy voting is expressly permitted

Article 25 expressly contemplates members voting **in person or by proxy**.

Articles 27 and 28 deal with proxy appointments. The proxy instrument must be in writing under the hand of the appointor or their authorised attorney, with additional provisions where the appointor is a corporation.

The proxy instrument must normally be deposited at the company's registered office **not less than 48 hours before the meeting**, or before the time appointed for taking a poll.

That means a member unable or unwilling to attend personally can still exercise their vote through a properly appointed proxy, subject to compliance with those provisions.

8. Quorum is two members

Article 16 states:

“two Members present in person or by proxy shall be a quorum.”

Therefore, unless some other applicable legal requirement intervenes, only **two members present personally or by proxy** are required to constitute the quorum for a general meeting under these Articles.

That is a very low quorum for a company of Noble Court's size.

9. Chairman's casting vote

Article 24 deals with an equality of votes.

Where there is an equality of votes, whether on a show of hands or poll, the chairman of the meeting is entitled to a **second or casting vote**.

So a chairman who is themselves a voting member could potentially exercise their ordinary member's vote and, in the event of an exact tie, then exercise the additional casting vote provided by Article 24.

10. Director elections use the same membership structure

Articles 40–42 concern the annual election of directors.

Article 40 provides for directors to retire at the AGM and makes them eligible for re-election. Article 41 provides a mechanism by which another person can be proposed for election as a director, involving notice signed by a member qualified to attend and vote and notice signed by the proposed candidate indicating willingness to be elected.

Article 42 also gives the company power by Extraordinary Resolution to remove a director before expiration of their term and by Ordinary Resolution appoint another member as director.

The important point for an election campaign is that I do **not** see a separate weighted voting system for electing directors. The general membership voting provisions therefore appear to govern.

What this means for Noble Court

Based strictly on these Articles, the practical structure appears to be:

Situation	Apparent voting entitlement
Member owns 1 flat	1 vote
Same member owns 2 flats	1 vote
Same member owns 3 flats	1 vote
Same member owns 4 flats	1 vote
Flat jointly owned by 2 people	1 membership vote , exercised according to Articles 7/8
Member attends personally	1 vote
Member votes through proxy	1 vote
Exact tie	Chairman has casting vote
General-meeting quorum	2 members , personally or by proxy

This is why the **Register of Members** matters considerably more than simply counting the number of flats