

SCHEDULE

MEMORANDUM AND ARTICLES OF ASSOCIATION OF RTM COMPANIES

PART 2

ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION OF [NAME] RTM COMPANY LIMITED

VOTES OF MEMBERS

39. At any time at which there are any landlords under leases of the whole or any part of the Premises who are members of the Company, the votes available to be cast shall be determined as follows—

- (a) there shall first be allocated to each residential unit in the Premises the same number of votes as equals the total number of members of the Company who are landlords under leases of the whole or any part of the Premises. Landlords under a lease who are regarded as jointly being a member of the Company shall be counted as one member for this purpose;
- (b) if at any time the Premises includes any non-residential part, a total number of votes shall be allocated to that part as shall equal the total number of votes allocated to the residential units multiplied by a factor of A/B, where A is the total internal floor area of the non-residential parts and B is the total internal area of all the residential parts. Internal floor area shall be determined in accordance with paragraph 1(4) of Schedule 6 to the 2002 Act. Calculations of the internal floor area shall be measured in square metres, fractions of floor area of less than half a square metre shall be ignored and fractions of floor area in excess of half a square metre shall be counted as a whole square metre;
- (c) the votes allocated to each residential unit shall be entitled to be cast by the member who is the qualifying tenant of that unit, or if there is no member who is a qualifying tenant of the unit, by the member who is the immediate landlord;
- (d) the votes allocated to any non-residential part included in the Premises shall be entitled to be cast by the immediate landlord of that part, or where there is no lease of a non-residential part, by the freeholder. Where there is more than one such person, the total number of votes allocated to the non-residential part shall be divided between them in proportion to the internal floor area of their respective parts. Any resulting entitlement to a fraction of a vote shall be ignored;
- (e) if a residential unit is not subject to any lease, no votes shall be entitled to be cast in respect of it;
- (f) any person who is a landlord under a lease or leases of the whole or any part of the Premises and who is a member of the Company but is not otherwise entitled to any votes, shall be entitled to one vote.