

Customer Ref:33236k00011

26 May 2023



Mr D Anderson
Apt 11 Regent House
2 Herald Gardens
Tunbridge Wells

TN2 3FQ

Dear Mr Anderson

**RE: APPOINTMENT OF DIRECTORS OF YOUR RESIDENT MANAGEMENT COMPANY
KNIGHTS WOOD (APARTMENTS) MANAGEMENT COMPANY – 11602202
1-12 REGENT HOUSE – 33236K**

We need Directors to help maintain 1-12 Regent House. There are opportunities to get involved by becoming a Director of your Management Company.

The developer appoints the first Directors on the proviso that on the sale of all properties, they will resign and hand over your Resident Management Company to you, the residents.

As part of the process, the existing Officers of the Management Company are to resign and we require owners to put themselves forward to become Officers of the company in order to oversee the day-to-day management of the Management Company.

Knights Wood (Apartments) Management Company oversees management of the communal areas at **1-12 Regent House**.

Directors are appointed to make decisions on behalf of the management company. The role of Director need not be an onerous responsibility. The extent to which Directors become involved in day-to-day maintenance is at their discretion. As FirstPort Property Services are appointed managing agent, the Directors primary concern is to ensure that we perform our duties adequately which they do through regular contact with the Property Manager. Your Property Manager is Sarah Douglas.

No qualifications or specialist knowledge are necessary to become a Director. Should you have previous experience of a management company or experience in a relevant specialist area (such as finance, estate or contract management, law, mediation or committee work) then it would be a bonus.

Everyone who owns a property at 1-12 Regent House should be a member of Knights Wood (Apartments) Management Company and could become a Director.

The Companies Act 2006 stipulates that private companies must have at least one director. Some Memorandum and Articles of Association increase that minimum. Knights Wood (Apartments) Management Company has a minimum requirement of two Directors. If there are no replacement officers, the Management Company will not be able to effectively run day-to-day nor manage the Estate.

Mainstay (Secretaries) Limited

Queensway House, 11 Queensway, New Milton, BH25 5NR

companysecretarial@mainstay.co.uk | www.mainstay.co.uk | 0333 005 0468

If there are no Directors, Companies House will begin proceedings to strike it off from the register of companies. This could leave a legal conundrum when coming to sell a property because your Lease / freehold transfer will be considered defective if the Management Company named in the Lease / freehold transfer no longer exists and you may incur considerable expense and delay in having the company reinstated.

If you wish to stand to become a Director, please notify us by completing the enclosed 'Notice of Willingness to Stand as Director' form, have it proposed by another homeowner and return it to us at companysecretarial@mainstay.co.uk by 26th June 2023. Once we receive all forms, we will call a General Meeting to appoint Resident Directors.

We very much hope that you will seriously consider this matter and look forward to hearing from you.

Yours sincerely

Julia Burg
Company Secretarial Department
companysecretarial@mainstay.co.uk
0333 005 0468

ROLE OF A COMPANY DIRECTOR

1. Can anyone be a director?

Generally, it is up to the members to appoint the people they believe will run the company well on their behalf. The only restrictions that prevent anyone becoming a director are:

- The person must not have been disqualified by a court from acting as a company director (unless he or she has been given leave (permission) to act by a court for a particular company);
- The person must not be an undischarged bankrupt (except with leave of the court);
- In Scotland, anybody under the age of 16; and
- For a PLC or their subsidiaries, anybody over the age of 70 unless specifically approved by a general meeting of the company.

2. What does the role involve?

The extent to which the Directors become involved in day-to-day maintenance is at their discretion. Since FirstPort Property Services are appointed as managing agent, the Director's primary concern is to ensure that we perform our duties. This is done through regular contact with your designated representative, the Property Manager. The Property Manager would typically liaise with directors on the following matters:

- Service charge estimates & arrears
- Suggestions of works & works estimates
- Directors may also be contacted on matters relating to statutory compliance of the management company, such as:
- Company accounts
- Appointments & Resignation of Directors
- Signing of membership/share certificates
- Lease extensions

If Directors encounter an issue for which they feel they need legal advice, they are free to contact an independent solicitor and present the invoice to FirstPort to charge against expenditure for the Development.

3. What responsibilities does a director have towards Companies House?

Every company director has a personal responsibility to ensure that statutory documents are delivered to the Registrar as and when required by the Act. In particular:

- Accounts;
- Confirmation Statements;
- Notice of change of directors or secretaries or in their particulars;
- Notice of change of registered office (form AD01).
- Other duties include the execution of company documents, including share/membership certificates and leases.

4. What are the General Duties of Directors under The Companies Act 2006?*

- A duty to act in accordance with the company's constitution, and to use powers only for the purposes for which they were conferred. This replaces existing, similar duties.
- A duty to act in accordance with the company's constitution, and to use powers only for the purposes for which they were conferred.
- A duty to promote the success of the company for the benefit of its members.
- A duty to exercise independent judgment. Directors are currently under an obligation not to fetter their discretion to act or to take decisions.
- A duty to exercise reasonable care, skill and diligence.
- A duty to avoid conflicts of interest (except where they arise out of a proposed transaction or arrangement with the company).
- A duty not to accept benefits from third parties.
- A duty to declare to the company's other directors any interest a director has in a proposed transaction or arrangement with the company.

* In addition to the duties under statute, Directors MUST comply with the provisions of the company's Articles of Association.

KNIGHTS WOOD (APARTMENTS) MANAGEMENT COMPANY LIMITED
(the "Company")

NOTICE OF WILLINGNESS TO STAND AS DIRECTOR

Please complete in BLOCK CAPITALS.

Name: _____

Address: (first line) _____

Property address: (if different to above) _____

Telephone number: _____

e-mail address: _____

I hereby notify the Company of my willingness to stand for appointment as a director of the said Company.

In no more than 200 words please explain why you think you would make a suitable director (please continue over page)

Proposed by: _____

Property address: (first line) _____

Signature: _____

Date: _____

Notes

Please return completed forms to:

Company Secretarial Department at companysecretarial@mainstay.co.uk

Registered office: Queensway House, 11 Queensway, New Milton, Hampshire, BH25 5NR

Registered company number: 11602202