



(2)

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 Lessees of flats comprised in the said estate, holding under head leases derived immediately out of the freehold interest therein. Section 23 of the Companies Act, 1948 shall not apply to this paragraph.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

*Thomas William Garniss*

Thomas William Garniss  
122, Poynters Road,  
Dunstable,  
Bedfordshire. ✓

Accountant.

*William Frank Evans*

William Frank Evans  
~~24, The Larches,~~ 41 MANSFIELD AVENUE,  
~~Palmer's Green, N. 13.~~ COCKFOSTERS,  
HERTFORDSHIRE.  
Production Manager ✓

*Anthony Albert Hollis*

Anthony Albert Hollis  
33 Easingwold Gardens,  
Luton, Bedfordshire. ✓

Office Manager

*Ronald Frederick Penney*

Ronald Frederick Penney  
33, Elm Grove,  
Westgate, Kent. ✓

Chartered Accountant.

DATED this 24<sup>th</sup> day of January 1967. ✓

WITNESS to the above Signatures :-

*Gladys A. L. Loveridge*

Gladys A.L. Loveridge,  
19, Hertford Court,  
Green Lanes, London, N.13.

Private Secretary.



900221 | 3

THE COMPANIES ACT, 1948



COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

## Articles of Association

OF

### Albemarle Park Property Management Co. 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 Albemarle Park, Marsh Lane, Stanmore, in the County of Middlesex.

"the flat-owners" means the lessees for the time being of the flats comprised in the Estate holding under head leases derived immediately out of the freehold interest therein.

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.

Art. 3 (c)

(6)

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

3. The Company is a private company and accordingly :-

(a) The number of members for the time being of the Company is not to exceed fifty.

(b) The Company shall not offer any of its shares (if and so long as the Company shall have any share capital) or any of its debentures to the public for subscription.

(c) If and so long as the Company shall at any time have any share capital, the Board may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share of the Company.

#### MEMBERSHIP

4. The number of members with which the Company proposes to be registered is 28.

5. The subscribers to the Memorandum of Association and all flat owners shall be Members of the Company.

6. Where two or more persons jointly are the flat-owners of one flat and become members only that one of them whose name first appears in the register of members shall be entitled to notice of General Meetings and to exercise the voting and other powers at or in connection with such meetings.

7. The subscribers to the Memorandum of Association shall cease to be members as soon as the flat-owners of all the flats comprised in the Estate have become members. A member shall cease to be such on ceasing to be a flat-owner and on the registration as a member of his successor in title.

8. The trustee in bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member if, at the time of his application for membership, he is a flat-owner.

GENERAL MEETINGS

9. 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.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. 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 Board.

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, 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 in writing at the least. 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.

13. 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

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all 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.

15. 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.

16. 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.

17. The Chairman of the Company 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.

18. 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 or the business to be transacted at an adjourned meeting.

19. 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, or by a member or members so present and representing not less than  $\frac{1}{10}$ th of the total voting rights of all the members having the right to vote at the meeting. 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 proceedings 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.

20. 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.



21. 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.

22. 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 or a further meeting of the Company to be called for the purpose 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.

23. 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

24. Subject as hereinafter provided, every member present in person or by proxy shall have one vote.

25. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company under the terms of the lease under which he holds his flat shall have been paid.

26. 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.

27. 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.

28. 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

29. Until otherwise determined by the Company in general meeting the number of the Board shall not be less than three.

30. The first Directors shall be ANTHONY ALBERT HOLLIS, THOMAS WILLIAM GARNISS, WILLIAM FRANK EVANS and RONALD FREDERICK PENNEY.

31. 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.

32. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meeting of the Company or in connection with the business of the Company.

33. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a Director.

BORROWING

34. 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

35. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and 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 not inconsistent 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.

36. The Directors shall have power from time to time to appoint members of the Board to be Chairman and vice-Chairman of the Company and determine their respective duties and the tenure of their office.

37. The Directors shall cause minutes to be made in books provided for the purpose -

- (a) of all appointments of officers made by the Board.
- (b) of the names of the Directors present at each meeting of the Board 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.

38. 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 as the Board for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

#### DISQUALIFICATION OF DIRECTORS

39. 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 any order made under Section 188 of the Act;

40.  
the  
Cha  
the  
the  
fro  
The  
bee  
or  
sen  
wis  
lot

41.  
sha  
any  
nor  
app  
givi  
memb  
the  
inte  
also  
his

42.  
remc  
his  
Resc

43.  
desi  
thei  
the  
busi  
be a  
shal  
of a  
a se

44.  
Dire  
a me  
seve

- (f) if he is removed from office by a resolution duly passed pursuant to Section 184 of the Act;
- (g) if he ceases to be a member of the Board by virtue of Section 185 of the Act.

#### ANNUAL ELECTION OF DIRECTORS

40. At every annual general meeting one-third of the Directors for the time being other than the Chairman or, if the number of Directors other than the Chairman is not three or a multiple of three, then the number nearest one third shall retire from office, but shall be eligible for re-election. The Directors to retire shall be those who have been longest in office since their last appointment or election but as between members of equal seniority those to retire shall (unless they otherwise agree between themselves) be determined by lot.

41. No person not being a retiring Director shall be eligible for office on the Board at any general meeting unless, not less than three nor more than twenty one 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.

42. 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

43. The Directors may meet together for the despatch 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.

44. A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of the Board by notice served upon several Directors. A Director who is absent from

the United Kingdom shall not be entitled to notice of a meeting.

45. The Chairman for the time being of the Company shall be the Chairman of the Board and shall be entitled to preside at all meetings of the Board 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 and willing to preside, the Directors present shall choose one of their number to be Chairman of the meeting.

46. The Board 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, but so that any committee consisting of less than three persons shall consist only of Directors and any other committee shall consist of Directors to the extent of at least two-thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Board and shall be subject at all times to the control of the Board. 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 Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

47. All acts bona fide done by any meeting of the Board or of any committee set up by the Board, or by any person acting as a Director or a Member of any committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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 or a Member of the committee.

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

SECRETARY

49. The Secretary shall be appointed by the Board 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 Board 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

50. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of Directors authorised by the Board 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 Board for the purpose.

ACCOUNTS

51. The Board 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.

52. The books of account shall be kept at the Company's registered office, or, subject to Section 147(3) of the Act, at such other place or places as the Directors think fit, and shall always be open to inspection by the Directors.

53. The books of account shall be open to the inspection of any member of the Company on reasonable notice.

54. 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 (or in the case of the first accounts since the incorporation of the Company made up to a date not more than 4 months before such meeting) together with a Balance Sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Directors and the Auditors and copies of such accounts, balance sheets and reports and 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 the Auditors and to all other persons entitled to receive notices of general meetings and in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 162 of the Act.

#### AUDIT

55. 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 properly qualified Auditor or Auditors.

56. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

#### NOTICES

57. A notice may be served by the Company upon any member either personally or by 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.

58. 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

(17)

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.

59. 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.

of  
is  
be  
ly

es  
of

any  
ugh  
ich  
in  
his

of  
ted  
the  
at



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

*Thomas William Garniss*

Thomas William Garniss ✓  
122, Poynters Road,  
Dunstable,  
Bedfordshire

Accountant.

*William Frank Evans*

*W.F.* William Frank Evans ✓  
~~21, The Larches,~~  
~~Palmer's Green, N.43.~~

Production Manager

41 MANSFIELD AVENUE,  
COCKFOSTERS,  
HERTFORDSHIRE.

*Anthony Albert Hollis*

Anthony Albert Hollis, ✓  
33 Easingwold Gardens,  
Luton, Bedfordshire.

Office Manager

*Ronald Frederick Penney*

Ronald Frederick Penney ✓  
33, Elm Grove,  
Westgate, Kent.

Chartered Accountant.

DATED this 24<sup>th</sup> day of January 1967.

WITNESS to the above Signatures :-

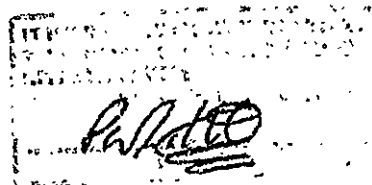
*Gladys A. L. Loveridge* ✓

Gladys A.L. Loveridge  
19, Hertford Court,  
Green Lanes, London, N.13.  
Private Secretary.

The alterations to the Memorandum and Articles of Association are made with the full knowledge and consent of the subscribers.

pp. F. S. Moore Ltd

P. L. Allen



DUPLICATE FOR THE FILE.

No. 900221



## Certificate of Incorporation

I Hereby Certify that

ALBEMARLE PARK PROPERTY MANAGEMENT CO. LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this EIGHTH DAY OF MARCH  
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

*L.S. Whitfield*

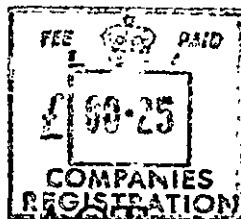
Assistant Registrar of Companies.

Certificate  
received by

*FS Moske*

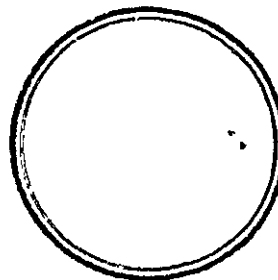
Date - 8 MAR 1967

900221  
Number of Company .....



57-  
CR  
Form No. 41

## THE COMPANIES ACT, 1948



A COMPANIES  
REGISTRATION  
FEE STAMP OF  
5/- MUST BE  
IMPRESED  
HERE

**Declaration of Compliance** with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2)

Name of  
Company

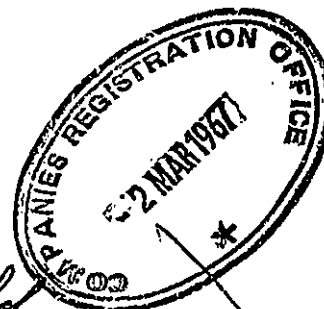
*Alberrmark Park Property Management Co.*  
LIMITED

Presented by

agents for

F. S. MOORE LTD.  
33/34 Chancery Lane  
London W.C.2  
HOLborn 2888

*J. J. Jenkins Ward & Co.*  
*64 West Smithfield*  
*London E.C.1.*



F. S. MOORE LTD.

Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2  
Telephone: HOLborn 2888

I, RONALD FREDERICK PENNEY

of 33 ELM GROVE WESTGATE KENT

(a) Here insert  
"A Solicitor of the  
Supreme Court"  
for in Scotland  
a Solicitor "engaged  
in the location"

or  
"A person named  
in the Articles of  
Association as a  
Director" (whichever  
Secretary  
is applicable).

Do solemnly and sincerely declare that I am (\*).....

A PERSON NAMED IN THE ARTICLES OF

ASSOCIATION AS A DIRECTOR

30

of ALBERMARLE PARK PROPERTY MANAGEMENT CO  
LIMITED,

and that all the requirements of the Companies Act, 1948, in  
respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and  
I make this solemn Declaration conscientiously believing the  
same to be true and by virtue of the provisions of the  
"Statutory Declarations Act, 1835."

Reserve for binding

Declared at 61 West Smithfield

in the City of London

\* the 19 day of March 1967

Before me,

W. M. COLLINS

A Commissioner for Oaths, (or a Notary Public or  
Justice of the Peace.)

\* This Declaration must not be made until the Memorandum and Articles of Association  
and Form 15 (Statement of Nominal Capital) have been signed and dated.