

Certificate No. 948516

Form No. 41.

THE COMPANIES ACT, 1948.

REGISTERED
21 FEB 1969

DECLARATION of Compliance with the requirements of the Companies Act, 1948, when applying for Registration of a Company.

In sert the Name of the Company.

132 GLOUCESTER TERRACE
LIMITED.

MONDAY



R8H1R0T4
RM 28/10/2019 #188
COMPANIES HOUSE

resented for filing by

MESSRS. EGERTON, SANDLER & CO., LTD.
12 NORFOLK
51 UPPER WICKHAM LANE, WELLING, KENT.
STRAND, LONDON

TELEPHONE . TEMPLE BAR 6927 (3 lines).

TELEGRAMS : "NANCY" LONDON.

LEWIS, COATES & LUCAS, LTD.
Company Registration Agents
6-9, Surrey St., Strand, W.C.2.

I, ANTHONY SACKER

of 51A UPPER WICKHAM LANE, WELLING, . . .

IN THE LONDON BOROUGH OF BEXLEY

(a) Here insert:
"A Solicitor of the
"Supreme Court"
"engaged in the
"formation."
or
"A person named
"in the Articles of
"Association as a
"Director" or
"Secretary."

Do solemnly and sincerely declare that I am (*).....a Solicitor of.....
the Supreme Court engaged in the formation of 132 Gloucester
Terrace Limited

of.....

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 Declaration Act, 1935."

Declared at 27 Upper Welling
Lane Welling Kent.
the 14 day of February 1969

Before me,

D. G. M. DE BARRARS
Commissioner for Oaths. [or a Notary Public or Justice of the Peace.]

This margin is reserved for binding.



948516/2

Form No. 25.

COMPANY LIMITED BY SHARES.

STATEMENT OF THE NOMINAL CAPITAL

OF

132 GLOUCESTER TERRACE

REGISTERED

21 FEB 1969

LIMITED.

NOTE—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Documents when application is made for the Company to be registered.

Presented for filing by

MESSRS. EGERTONS SANDLER & CO.,
12, NORFOLK STREET,
STRAND, W.C.2.
51A, UPPER WICKHAM LANE, WELLING, KENT.

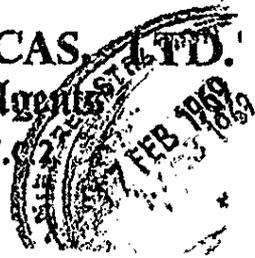
TELEPHONE. TEMPLE BAR 6927 (3 lines).

TELEGRAMS: "NUNCOMPLAN, ESTRAND, LONDON."

LEWIS, COATES & LUCAS, LTD.

Company Registration Agents

6-9, Surrey St., Strand, W.C.2



THE NOMINAL CAPITAL

OF

132 GLOUCESTER TERRACE _____ Limited,

is £ 60 _____, divided into Six _____

Shares of £1 _____ each _____

Signature⁽¹⁾ [Handwritten Signature] _____

Officer: [Handwritten Signature] _____

Dated the 14 _____ day of February _____ 1969

(1) This Statement should be signed by a Director, Secretary or other authorised officer of the Company

This margin is reserved for binding.



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES.

948516

Memorandum of Association

OF

REGISTERED

21 FEB 1969

132 GLOUCESTER TERRACE LIMITED.

1. The name of the Company is "132 GLOUCESTER TERRACE LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (a) to manage the Estate known as 132 Gloucester Terrace London comprising flats and land appurtenant thereto and to supply the Lessees and occupiers of the said flats with such services as are defined in the respective leases.
 - (b) to borrow and raise money in such manner as the Company shall think fit.
 - (c) to do such other things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value amenities and beneficial advantage of the said Estate and the buildings comprised therein.
4. The liability of the members is limited.
5. The share capital of the Company shall consist of Six pounds divided into six shares of one pound each.

6. No person shall be admitted to membership of the Company other than the subscribers hereto Castleton Developments Limited or their successors in title and the lessees of flats comprised in the said property holding under Leases derived immediately out of a Lease dated the 31st December 1963 made between Lintang Investments Limited of the one part and Kolup Investments Limited of the other part

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<p><i>Ira Dewind</i> <i>14 Elm Rd., Sidcup, Kent.</i> <i>Legal Executive</i></p> <p><i>Patricia Knight</i> <i>11 Gosmore Road,</i> <i>Barnehurst, Kent.</i> <i>Typist.</i></p>	<p><i>One</i></p> <p><i>One</i></p>

DATED the *11th* day of *February* 19*69*

WITNESS to the above Signatures :-

Anthony Sachs.
Welling Kent
Solicitor



COMPANY LIMITED BY SHARES.

Articles of Association

OF

REGISTERED

21 FEB 1969

132 GLOUCESTER TERRACE LIMITED.

GENERAL.

1. The Regulations in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby. The Clauses of Part 1 of Table A numbered 3, 24, 40 - 43 inclusive, 47 - 51 inclusive, 80, 86, 89 - 90 inclusive, 96, 98, 101 - 102 inclusive, 105 - 106 inclusive, 110, 123 - 124 inclusive, 75, 76, 77, 78, 87, 88, 114 - 122 inclusive, 128 and 129 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A the following shall be the regulations of the Company.

2. In these Articles

"the 1948 Act" means the Companies Act 1948.

"the 1967 Act" means the Companies Act 1967.

"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 the land and buildings known as 132 Gloucester Terrace London W.2.

"Flat Owners" means the Lessees for the time being of the flats comprised in the Estate holding under Leases derived immediately out of the Lease mentioned in paragraph 6 of the Memorandum.

"Flats" means the flats forming part of the Estate.

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.

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

4. The Company is a Private Company and accordingly

(a) The number of members for the time being of the Company is not to exceed 50

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

MEMBERSHIP.

5. (a) The share capital of the Company is £6 divided into Six ordinary shares of £1 each.

(b) The shares shall entitle the holders thereof to receive notices of and attend all meetings of the Company and to one vote in respect of each share held.

6. The subscribers to the Memorandum of Association and all flat owners shall be members of the Company.

7. 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.

8. 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.

9. 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.

TRANSFER OF SHARES.

10. (a) Each of the issued shares shall be referable to a specific flat
- (b) The Company shall forthwith upon being requested to do so by the owner of a flat allot to such owner one share and such share shall thereafter be the share referable to such flat
- (c) No person who is not the owner of a flat shall be entitled to hold any shares
- (d) A share shall be transferred and may only be transferred upon a change in ownership of the flat to which it is referable and upon production to them of satisfactory evidence that the Transfer is in favour of an owner under the terms hereof the Directors shall pass and register such transfer
- (e) If at any time the holder of a share shall not be the owner of a flat to which such share is referable the Directors may authorise some person to execute on behalf of and as Attorney for such holder a Transfer of the share held by him to the owner of the flat to which such share is referable and the Company may receive the purchase money and shall thereupon cause the name of the transferee to be entered in the Register of Members as the holder by transfer of the said share and shall hold the purchase money in trust for the previous holder.
- (f) Shares may be transferred at par value only.

GENERAL MEETINGS.

11. 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.

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

13. 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 1948 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.

14. 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 75 per cent of the total voting rights at that meeting of all the members.

15. 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.

VOTES OF MEMBERS.

16. Subject as hereinafter provided every holder of a share present in person or by proxy shall have one vote.

17. 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.

18. 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.

19. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. The proxy need not be a member of the Company. 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.

20. Until otherwise determined by the Company in General Meeting the number of the board shall not be less than three.

21. The first Directors shall be appointed by the subscribers to the Memorandum and Articles of Association of the Company.

22. 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.

23. 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.

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

25. No person shall be disqualified from being a Director by reason of his attaining or having attained 70 years of age or any other age.

26. 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.

27. 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 said Acts or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the said Acts 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.

28. 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.

29. 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.

30. 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.

31. 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 1948 Act;
 - (f) if he is removed from office by a resolution duly passed pursuant to Section 184 of the 1948 Act;

ANNUAL ELECTION OF DIRECTORS.

32. 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.

33. 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.

34. 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.

35. 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.

36. 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 the several Directors. A director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

37. 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.

38. 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.

39. 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.

40. 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.

41. 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.

42. 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.

43. 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.

44. The books of account shall be kept at the Company's registered office, or subject to Section 147 (3) of the 1948 Act at such other place or places as the Directors think fit, and shall always be open to inspection by the Directors.

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

46. 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.

~~47. 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.~~

REMOVED

~~48. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the 1948 Act and Section 14 of the 1967 Act.~~

REMOVED

NOTICES.

49. 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.

50. 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 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.

51. 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.

Names, Addresses and Descriptions of Subscribers.

Ira Lewis
14 Elm Road, Sidcup, Kent
Legal Executive.

Patricia Knight.
11 Grosvenor Road,
Barnhurst, Kent.
Typist.

DATED the 11th day of February 1964

WITNESS to the above Signatures :-

Arthur Sailer
Welling Kent
Solicitor