

Number of  
Company

1181402 / 1

Form No. 41  
(No registration fee payable)

## THE COMPANIES ACTS 1948 to 1967

### Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the  
Name of the  
Company

74 REDCLIFFE GARDENS

RESIDENTS' ASSOCIATION

LIMITED

Presented by

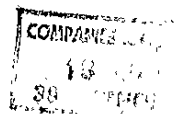
Presentor's Reference.....EL/RB/648

Messrs. Groos, Guest, Lowden & Hazell

11 St. Christopher's Place

Wigmore Street

London W.1.



I, Eric Lowden

of 11, St. Christopher's Place

London W.1.

(a) Here insert:  
A Solicitor of the  
Supreme Court (or  
in Scotland a  
Solicitor) 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) a Solicitor of the Supreme

Court engaged in the formation

of 74 Redcliffe Gardens

Residents' Association 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.

Declared at 70 Wigmore Street  
London W1H 0ED  
the 15<sup>th</sup> day of July  
one thousand nine hundred and  
seventy four

*Erin*

Before me,

*Frederick W. Burton*

Frederick W. Burton

A Commissioner for Oaths (b)

(b) Or  
Notary Public or  
Justice of the  
Peace as the case  
may be.

*[Signature]*

PRIV. GUAR.

THE COMPANIES ACT, 1948



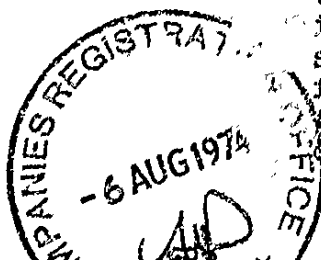
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

74 REDCLIFFE GARDENS RESIDENTS' ASSOCIATION  
LIMITED ✓

1. The name of the Company (hereinafter called "the Association") is 74 REDCLIFFE GARDENS RESIDENTS' ASSOCIATION LIMITED". ✓
2. The Registered Office of the Association will be situate in England. ✓
3. The objects for which the Association is established are :-
  - (a) To manage, maintain and control the block of flats known as 74 Redcliffe Gardens London S.W.10 and for that purpose to acquire the freehold of the ground upon which the same now stands subject to and with the benefit of the leases referred to in Clause 6 hereof.
  - (b) To receive subscriptions from the members and other moneys properly due to the Association.
  - (c) To borrow and raise money in such manner as the Association shall think fit.
  - (d) 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 and beneficial advantage of the said block of flats, and the flats comprised therein.
4. The liability of the members is limited.
5. Every member of the Association undertakes to contribute to the assets of the Association in full and in cash its being wound up while he or she is a member or within one year afterwards for the payment of the debts and liabilities of the Association contracted before he or she 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 £10.

6. No person shall be admitted to membership of the Association other than the subscribers hereto and the duly authorised representatives of HALKIN PROPERTIES LIMITED or its successors in title and the lessees of the flats comprised in the said block of flats holding under leases for a term of years expiring after the 25th day of December 2064. 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

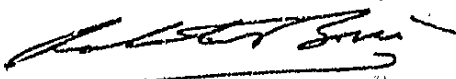
① Sally Witting  
6, Halkin Place,  
London, S.W.1.  
Company Director ✓

② Colin Philp  
Chell Lane Cottage  
Park Lane, Ashted, Seerby  
Seerby ✓

③ E. L. L. L.  
11 St Christopher's Place  
London W.1  
Solicitor ✓

DATED this 12<sup>th</sup> day of July 1974 ✓

WITNESS to the above Signatures :-

  
11 St Christopher's Place  
London W.1.  
Solicitor Clerk.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

74 REDCLIFFE GARDENS RESIDENTS' ASSOCIATION  
LIMITED ✓

GENERAL

1. In these Articles :-

"the Act" means the Companies Act, 1948

"the seal" means the common seal of the Association;

"Secretary" means any person appointed to perform the duties of the Secretary of the Association;

"the building" means No. 74 Redcliffe Gardens London, S.W.10;

"the flat-owners" means the lessees for the time being of the flats comprised in the building holding under leases originally granted for terms expiring after the 25th day of December ;

"the Association" means 74 Redcliffe Gardens Residents' Association Limited.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference 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 Association.

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

3. The Association is a Private Company and accordingly: ✓

- (a) The number of members for the time being of the Association is not to exceed fifty.
- (b) The Association shall not offer any of its shares (if and so long as the Association shall have any share capital) or any of its debentures to the public for subscription.
- (c) If and so long as the Association shall at any time have any share capital, the Council may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share of the Association.

#### MEMBERSHIP

- 4. The subscribers to the Memorandum of Association and the duly authorised representatives of Halkin Properties Limited or its successors in title to the building not exceeding one member in respect of each of the flats which is for the time being unlet and all flat owners who apply in writing for membership shall be members of the Association. The names and addresses of all members of the Association shall be entered in the Register of Members to be maintained by the Secretary.
- 5. Where two or more persons jointly are the flat-owners of one flat in the building they shall together constitute one member and the person whose name first appears in the register of members shall exercise the voting and other powers vested in such member.
- 6. The subscribers to the Memorandum of Association shall cease to be members upon the termination of the first Annual General Meeting to be held after the flat-owners of all the flats comprised in the buildings have become members. A member shall cease to be such on ceasing to be a flat-owner or in the case of a representative of Halkin Properties Limited upon the registration as a member of the flat-owner.
- 7. 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

- 8. The Association 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 Association and that of the next. Provided that so long as the Association 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 Council shall appoint.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Council 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 members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

11. 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 Association 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 Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association. Provided that a meeting of the Association 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.

12. 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

13. 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 Council and Auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
14. 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.
15. 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 Council 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.
16. The Chairman of the Association shall preside as Chairman at every General Meeting of the Association, 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 member of the Council to be Chairman of the meeting. If at any meeting no member of the Council is willing to act as Chairman or if no member of the Council 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.
17. 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 of the business to be transacted at an adjourned meeting.

18. 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. Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or 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 Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
19. 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.
20. 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.
21. 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 shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
22. Subject to the provisions of the Act, a resolution in writing signed by all 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 Association duly convened and held.

#### VOTES OF MEMBERS

23. (a) No flat-owner shall be entitled to vote at any General Meeting before the first Annual General Meeting held after all the flat-owners have become members of the Association.
- (b) Thereafter subject as hereinafter provided, every member present in person or by proxy shall have one vote in respect of each flat owned by him or her.

24. 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.
25. 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 Association.
26. 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 Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### COUNCIL OF MANAGEMENT

27. Until otherwise determined by the Association in General Meeting, the number of the Council shall not be less than three.
28. The first members of the Council shall be the subscribers to the Memorandum of Association who shall remain members thereof until the first Annual General Meeting to be held after all the flat-owners have become members of the Association and until that date Articles 37, 38 and 39 shall be suspended.
29. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain his office only until the first Annual General Meeting to be held after all the flat-owners have become members of the Association or if appointed after the first Annual General Meeting, until the next Annual General Meeting but in either case he or she shall be eligible for re-election.
30. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

#### BORROWING

31. The Council may exercise all the powers of the Association 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 Association.

## POWERS AND DUTIES OF THE COUNCIL

32. The business of the Association shall be managed by the Council, who may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association 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 Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
33. The Council shall have power from time to time to appoint members of the Association to be Chairman and Vice-Chairman and determine their respective duties and the tenure of their offices.
34. The Council shall cause minutes to be made in books provided for the purpose -
- (A) of all appointments of officers made by the Council;
  - (B) of the names of the members of the Council present at each meeting of the Council and any committee of the Council;
  - (C) of all resolutions and proceedings at all meetings of the Association and of the Council and of committees of the Council.
35. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided that, in case the members of the Council 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 Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL

36. The office of a member of the Council 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 Association.
  - (D) If by notice in writing to the

Association he resigns his office.

(E) If he ceases to hold office by reason of any order made under section 183 of the Act.

(F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

#### ANNUAL ELECTION OF THE COUNCIL

37. At every Annual General Meeting one-third of the members of the Council for the time being other than the Chairman, or if the number of members of the Council 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 members of the Council 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.

38. No person not being a retiring member of the Council shall be eligible for office on the Council 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.

39. The Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead.

#### PROCEEDINGS OF THE COUNCIL

40. The Council may meet together for the dispatch 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.

41. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

42. The Chairman for the time being of the Association shall be the Chairman of the Council and shall be entitled to preside at all meetings of the Council 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 members of the Council present shall choose one of their number to be the Chairman of the meeting.
43. The Council may delegate any of their powers to committees consisting of such person or persons (whether or not members of the Council or the Association) as the Council think fit, but so that any committee consisting of less than three persons shall consist only of members of the Council and any other committee shall consist of members of the Council 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 Council and shall be subject at all times to the control of the Council. 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 Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.
44. All acts bona fide done by any meeting of the Council or of any committee set up by the Council, or by any person acting as a member of the Council or of any committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such 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 member of the Council or of the committee.
45. A resolution in writing signed by all members for the time being of the Council or of any committee set up by the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee respectively duly convened and constituted.

#### SECRETARY

46. The Secretary shall be appointed by the Council 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 Council 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

47. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for that purpose.

## ACCOUNTS

48. The Council shall cause proper books of account to be kept with respect to -
- (A) all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place;
  - (B) all sales and purchases of goods by the Association; and
  - (C) the assets and liabilities of the Association.

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 affairs of the Association and to explain its transactions.

49. The books of account shall be kept at the Association's registered office or, subject to section 147(3) of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the members of the Council.
50. The books of account shall be open to the inspection of any member of the Association on reasonable notice.
51. At the Annual General Meeting in every year the Council shall lay before the Association an income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association made up to a date not more than four 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 Council and the Auditors and copies of such account, balance sheet 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 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

52. Once at least in every year the accounts of the Association 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.
53. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

#### NOTICES

54. A notice may be served by the Association 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.
55. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Association 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 Association.
56. 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

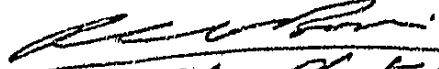
① Sally Lister,  
6, Halkin Place,  
London, S.W.1.  
Company Director ✓

② Coli Clark  
Chalk Lane Cottage  
Park Lane, Ashland, Surrey ✓  
Surrey.

③ Eric London  
11 St Christopher Place  
London W.1 ✓  
Director.

DATED this 12<sup>th</sup> day of July 1974 ✓

WITNESS to the above signatures :-

  
11 St. Christopher's Place ✓  
London W.1.  
Eric London



## CERTIFICATE OF INCORPORATION

No. 1281402

I hereby certify that

74 REDCLIFFE GARDENS RESIDENTS' ASSOCIATION LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the  
Company is Limited.

Given under my hand at London the 20TH AUGUST 1974

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR  
Assistant Registrar of Companies