

1189291

number of company

form No. 41

no filing 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

I, ANTHONY RICHARD COLES

of WOODHOUSE-SMITH & CO 60 HIGH STREET  
NEW MALDEN SURREY KT3 4HA.

\*Delete that which  
does not apply

DO SOLEMNLY &amp; SINCERELY DECLARE that I am:—

\*a Solicitor of the Supreme Court engaged in the formation

\*a person NAMED IN THE ARTICLES of Association as a Director/Secretary

of SPRINGFIELD ROAD RESIDENTSASSOCIATION

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 provi-  
sions of the Statutory Declarations Act 1835

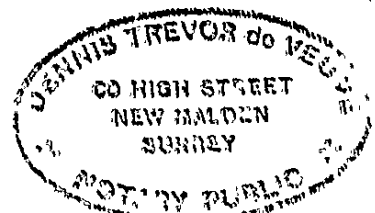
DECLARED AT New Malden

Surrey  
the 18th day of October 1974

before me

DT. Delaney

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



NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

Jordan &amp; Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47 Brunswick Place, London N1 6EE

Telephone 01-253 3030 Telex 261010

Presented by WOODHOUSE-SMITH & CO.60 HIGH STREETNEW MALDEN SURREY KT3 4HAPresenter's Reference DSE/74

1189291/3

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

CH21.2.63 3/12 19 050.00

MEMORANDUM OF ASSOCIATION OF

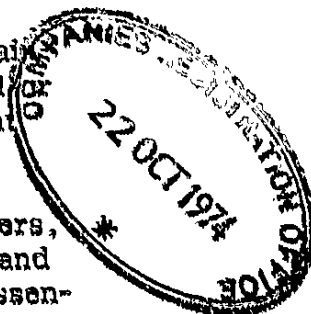
SPRINGFIELD ROAD RESIDENTS ASSOCIATION LIMITED

1. The name of the Company is "SPRINGFIELD ROAD RESIDENTS ASSOCIATION 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 undertake the management and administration of the dwellinghouses, flats and/or maisonettes at 10 & 12 Springfield Road, Kingston upon Thames in the County of Surrey and to undertake the repair, decoration and maintenance and upkeep of the said dwellinghouses, flats and/or maisonettes and the estate, gardens and grounds adjacent thereto; and generally to manage any land, buildings or other property, and to collect rents and income; and to supply to lessees, residents, tenants, occupiers and others, heating, lighting, cleaning, gas, water, and electricity and other necessary services, refreshments, attendants, messengers, waiting rooms, reading rooms, meeting rooms, gardens, cricket grounds, tennis courts, bowling greens, lavatories, laundry conveniences, caravans, lifts, garages, and other advantages and amenities and to maintain the same and in connection therewith to engage and employ such servants, gardeners, and other persons; to pay the rates, taxes and all other outgoings in relation to the premises comprised in the said dwellinghouses, flats and/or maisonettes or in any other premises managed by the Company and to keep the same insured and pay all premiums payable in respect thereof.



(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(e) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(f) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(g) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(h) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(i) To remunerate any person, firm or company rendering services to this Company.

(j) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.

(k) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The income and property whatsoever and wheresoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as herein set forth and no part thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company but so that nothing herein contained shall prevent the payment in good faith of remuneration to any Director, officer or servant of the Company or to any member of the Company in return for services rendered to the Company.

✓ 5. The liability of the Members is limited.

✓ 6. The Share Capital of the Company is £80 divided into 8 Shares of £10 each.

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>S Upad</i>  SEAN PATRICK HEGARTY  110 UXBRIDGE ROAD,  HANWELL, LONDON W.7,  Articles Clerk. -</p> <p><i>J. B. Jayanti</i>  JAYANTILAL VALLABHDAS SAWJANI,  43, CRUNDEN ROAD,  CROYDON,  SURREY, CR2 6HL  an Articles Clerk. -</p>	<p>One, -</p> <p>one, -</p>

Dated 17th October 1974

Witness to the above signatures: -

Diane S Eccles  
61 BROOM PARK  
TEDDINGTON  
MIDDLESEX

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SPRINGFIELD ROAD RESIDENTS ASSOCIATION LIMITED

PRELIMINARY

1. The regulations contained or incorporated in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded and varied) and the Articles hereinafter contained shall be the regulations of the Company.

#### FIRST DIRECTORS

2. (a) Clause 75 in Part I of Table A shall not apply to the Company.

(b) Until leases of all the eight flats in 10 and 12 Springfield Road, Kingston upon Thames in the County of Surrey have been granted the Directors of the Company shall be HARRY EDWARD JOHN HENSON and GEOFFREY EDWARD HENSON.

Thereafter all the members of the Company for the time being shall be its Directors PROVIDED THAT a member being a body corporate shall not be a Director but shall appoint a natural person to be a Director.

## MEMBERSHIP

3. In this and the following articles:-

"Dwelling" means a flat or maisonette, messuage or dwellinghouse comprised in any property for the time being managed by the Company pursuant to Sub-Clause (a) of Clause 3 of the Memorandum of Association.

"Dwellingholder" means the person or persons to whom the lease of a dwelling has been granted, and so that, whenever two or more persons are for the time being joint dwellingholders of any one dwelling, they shall for all the purposes of these articles be deemed to constitute one dwellingholder.

4. The subscribers to the Memorandum of Association of the Company shall be duly registered as Members of the Company in respect of the Shares for which they have signed such Memorandum. Save as aforesaid no Shares shall be allotted or transferred to any person who is not a dwellingholder.

5. (a) If any dwellingholder parts with all interest in the dwelling held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his death, his legal personal representative shall transfer his Share in the Company to the person or persons becoming dwellingholder of the said dwelling in his place.

(b) The price to be paid on the transfer of every Share under this article shall, unless the transferor and transferee otherwise agree be its nominal value.

(c) If the holder of a Share (or his legal personal representative) refuses or neglects to transfer it in accordance with this article, one of the Directors, duly nominated for that purpose by a resolution of the Board, shall be the attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his Share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said Share in the Register of Members as the holder thereof.

6. If a member shall die or be adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member

of the Company, provided he or they shall for the time being be the dwellingholder of the dwelling formerly held by such deceased or bankrupt member.

7. (a) The Directors may refuse to register any transfer of Shares and shall so refuse in the case of any transfer made in contravention of the foregoing provisions.

(b) Clause 3 in Part II of Table A shall not apply to the Company.

#### GENERAL MEETINGS AND RESOLUTIONS

8. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

9. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

10. A resolution in writing pursuant to Clause 5 in Part II of Table A may consist of two or more documents in like form each signed by one or more of the Members in such Clause referred to; and the said Clause 5 shall be modified accordingly.

#### DIRECTORS

11. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he has then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment, or approval of the appointment of a Director at any age, and it shall not be necessary to give the Members notice of the age of any Director or person proposed to be so re-appointed or appointed; and Sub-Sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall be excluded from applying to the Company.

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.



13. Clause 87 in Part I of Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Part I of Table A shall be modified accordingly.

15. A resolution in writing pursuant to Clause 106 in Part I of Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to; and the said Clause 106 shall be modified accordingly.

#### **BORROWING POWERS**

16. (a) The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, 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 or of any third party.

(b) Clause 79 in Part I of Table A shall not apply to the Company.

#### **EXPENSES**

17. The dwellingholders shall from time to time, and whenever called upon by the Company so to do, contribute equally, or in such proportions as the Directors may determine, to all expenses and losses which the Company shall properly incur on their behalf, and in respect of which they are not otherwise bound to contribute in their capacity as dwellingholders.

#### **ACCOUNTS**

18. In Clause 126 in Part I of Table A after the words "157 of the Act" shall be added the words "and Sections 16 to 22 inclusive of the Companies Act 1967".

#### **INDEMNITY**

19. (a) Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948, in which relief is granted

to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Clause 136 in Part I of Table A shall not apply to the Company.

---

Names, addresses and descriptions of Subscribers

---

S. Hegan  
SEAN PATRICK HEGARTY,  
110 WEBBIDGE ROAD, HANWICK,  
LONDON W.7,  
Articles clerk, —

J. Mangani  
JAYANTILAL VALLABHDAS SAUTANI,  
43, CRUNDEN RD.  
SOUTH CROYDON,  
SURREY, CR2 6HL.  
An articles clerk. —

---

Dated 17<sup>th</sup> October 1974

Witness to the above signatures:—

Diane S Eades  
61 BROOM PARK  
TEDDINGTON  
MIDDLESEX.

1189291/5

number of company

form No. 4

no filing fee payable

# THE COMPANIES ACTS 1948 TO 1967

Notice of  
**situation of registered office**  
**or of any change therein**  
pursuant to section 107 of the Companies Act 1948

to the registrar of companies

SPRINGFIELD ROAD RESIDENTS

ASSOCIATION

Limited

hereby gives you notice, in accordance with section 107 of the  
Companies Act 1948 that the registered office of the company is  
situated at

10 SPRINGFIELD ROAD

KINGSTON UPON THAMES

SURREY

Signature

*W. J. Wens*

(State whether Director or Secretary)

*Secretary*

Dated 18th October 1974

NOTE:—This notice must be forwarded to the registrar of companies within 14 days after the date  
of the incorporation of the company or of the change, as the case may be

Jordan & Sons Limited  
International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010

Presented by WOODHOUSE-SMITH & CO.

60 HIGH STREET NEW MALDEN

SURREY KT3 4HA

Presenter's Reference DSE/74

# THE COMPANIES ACTS 1948 TO 1967

Particulars of  
**directors and secretaries**  
pursuant to section 200 of the Companies Act 1948

**name of company**

SPRINGFIELD ROAD RESIDENTS

ASSOCIATION

Limited

Jordan & Sons Limited  
International Law Agents, Consultants and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030 Telex 261010

Presented by WOODHOUSE-SMITH & CO.

60 HIGH STREET

NEW MALDEN Surrey KT3 4HA.

Presenter's reference DSE/74

## Particulars of the Persons who are Directors<sup>(1)</sup> of

NAME (In the case of an individual, present Christian name (2) or names and surname. In the case of a corporation, the corporate name)	Any former Christian name or names and surname (3)	Nationality
HARRY EDWARD JOHN HENSON	—	BRITISH
GEOFFREY EDWARD HENSON	—	BRITISH

## Particulars of the Person who is the Secretary of

NAME (In the case of an individual, present Christian name or names and surname. (2) In the case of a Corporation or a Scottish firm, the corporate or firm name) (3)	Any former Christian name or names and surname (3)
HARRY EDWARD JOHN HENSON	

### Notes

(1) "Director" includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the Directors of the Company are accustomed to act.

(2) "Christian name" includes a forename, and "surname," in the case of a peer or person usually known by a title different from his surname, means that title.

(3) "Former Christian name" and "former surname" do not include—

(a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or

(b) in the case of any person, a former Christian name or surname where that name or surname was changed or

disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or

(c) in the case of a married woman the name or surname by which she was known previous to the marriage.

(4) *Directorships*—The names of all bodies corporate incorporated in Great Britain of which the Director is also a Director should be given, except bodies corporate of which the Company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the Company, or of another Company of which the Company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other, and that other's wholly-owned subsidiaries and its or their nominees. If the space provided in the form is insufficient,

# Directors<sup>(1)</sup> of the Company at the Date of this Return

	Usual residential address (In the case of a corporation, the registered or principal office)	Business occupation and particulars of other Directorships (4)	Date of birth (5)
	12 Springfield Road Kingston upon Thames Surrey.	Plumbing & Heating Contractor	
	13 Aragon Avenue Thames Ditton Surrey.	Plumbing & Heating Contractor	

# Secretary of the Company at the Date of this Return

	USUAL RESIDENTIAL ADDRESS (In the case of a Corporation or a Scottish firm, the registered or principal office)
	12 Springfield Road Kingston upon Thames Surrey.

particulars of other directorships should be listed on a separate statement attached to this form.

(5) *Dates of birth* need only be given in the case of a Company which is subject to Section 185 of The Companies Act 1948, namely, a Company which is not a Private Company or which, being a Private Company is the subsidiary of a body corporate incorporated in the United Kingdom which is neither a Private Company nor a Company registered under the law relating to companies for the time being in force in Northern Ireland and having provisions in its constitution which would, if it had been registered in Great Britain, entitle it to rank as a Private Company.

(6) Where all the partners in a firm are *joint secretaries*, the name and principal office of the firm may be stated.

Signed *H. M. Mason* *Secretary*  
(State whether Director or Secretary)

Dated 18th October 1974



## CERTIFICATE OF INCORPORATION

No. 1189291

I hereby certify that

**SPRINGFIELD ROAD 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

1st November 1974

A handwritten signature in dark ink, appearing to read 'R. Taylor'.

R. TAYLOR

Assistant Registrar of Companies