

## THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not  
write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

\*Insert full  
name of company

For official use

Company number

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

1765950

Name of company

24 ELTON ROAD (MANAGEMENT COMPANY) LIMITED

I, HOWARD THOMAS

of 70/74 City Road, London EC1Y 2DQ.

†Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

do solemnly and sincerely declare that I am A PERSON NAMED IN THE STATEMENT  
DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976 AS SECRETARY  
of 24 ELTON ROAD (MANAGEMENT COMPANY) LIMITED

and that all the requirements of the Companies Acts 1948 to 1980  
in respect of the registration of the said company and of matters  
precedent 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 11 Breems Buildings  
in the City of London  
EC4

Signature of Declarant

the 10th day of October,One thousand nine hundred and EIGHTY-THREE

before me

N.V. Malin Day  
A Commissioner for Oaths or Notary Public or Justice of the Peace  
or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and  
reference (if any):

For official use

New companies section

Post room

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

24 ELTON ROAD (MANAGEMENT COMPANY) LIMITED

1. The name of the Company is "24 ELTON ROAD (MANAGEMENT COMPANY) LIMITED"

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) (i) To acquire manage adminster and deal in land and other property of any tenure for the use and benefit of the Lessees for the time being of the flats known as 24 Elton Road Bishopston Bristol in the County of Avon.

(ii) To maintain, upkeep and manage this land and property for the benefit of the owners.

(iii) The income and property of the Company whencesover derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members of the Company; provided that nothing herein shall prevent the payment in good faith of reasonable remuneration, commission or bonus to any Director, Officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any

18 OCT 1983

15061

real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes

(whether contributory or non-contributory) with a view to providing pensions or other benefits for any such person as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any Company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £3, divided into 3 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise. ✓

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, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

| NAMES, ADDRESSES AND<br>DESCRIPTION OF<br>SUBSCRIBERS | Number of Shares<br>taken by each<br>Subscriber |
|---|---|
|---|---|

H. THOMAS,  
70/74, City Road,  
London, EC1Y 2DQ.

ONE

Company Registration Agent.

C. MILFORD-COTTAM,  
70/74, City Road,  
London, EC1Y 2DQ.

ONE

Company Registration Agent.

Dated this 5th day of October, 1983

Witness to the above Signatures:-

W.R. PAYNE,  
70/74, City Road,  
London, EC1Y 2DQ.

Company Registration Agent.

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

1765950 /4

ARTICLES OF ASSOCIATION

of

24 ELTON ROAD (MANAGEMENT COMPANY) LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided. the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company.

(b) Regulations 3, 10, 11, 24, 75, 79, 88, 96 and 97 of Table A shall not apply to the Company.

(c) In these Articles the following shall be added to the definitions set out in Regulation 1 of Table A:-  
"the Statutes" means the Companies Acts 1948 to 1981 as defined in Section 119 (2) of the Companies Act 1981 and every statutory modification and re-enactment thereof and every other Act for the time being in force concerning Companies and affecting the Company.

2. The company is a private company and accordingly no invitation of offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. The initial share capital of the Company is £3 divided into 3 shares of £1 each.

4. Each share shall confer the right to receive notice of and attend and to address any meetings of the Company and the right to vote in respect of each share held.

5. Each share may only be issued to the subscribers to the Memorandum and Articles of Association or a person who is a lessee and not more than one share may be issued to the lessee or lessees in respect of any one flat.



### LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

### TRANSFER OF SHARES

7. (a) No member or other person becoming entitled to a share or shares in consequence of the death or bankruptcy of a member shall be entitled to transfer any share:-

(i) to any person not being a Lessee of any of the flats or

(ii) In any such manner as would procure to any Lessee of the flats more than one share in respect of each flat of which he is the Lessee.

(iii) At any price in excess of the nominal value.

(b) The Directors may in their absolute and uncontrolled discretion and without assigning any reason therefor, refuse to register any proposed transfer of a share unless they are satisfied that the foregoing conditions of this Article are being complied with in regard thereto.

(c) Where a member has ceased for any reason to be a Lessee the Directors may give notice to the member requiring him to transfer his share in the Company within the next succeeding period of twenty-eight days and if such notice shall not be complied with, the Directors may at any time thereafter, by resolution, authorise such person to transfer such share for a consideration not exceeding its nominal value to the then Lessee of the flat who shall be registered as the holder of the share and his title to the said share shall not be affected by any irregularity or invalidity in the proceedings in reference to the disposal of the share.

8. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

9. Save as otherwise provided in these Articles, the Directors may, in their absolute discretion and without

assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

#### DIRECTORS

10. The Lessee of each flat shall be entitled to be appointed as a Director but where two or more persons are the Lessees of one flat only one of such Lessees shall be entitled to be appointed as a Director.

11. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

12. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A.

#### BORROWING POWERS

13. 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, subject to Section 14 of the Companies Act 1980 and Article 3 hereof, 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.

#### POWERS AND DUTIES OF DIRECTORS

14. The Director may appoint a Committee of Management which shall consist of a Chairman, a Secretary and a Treasurer.

#### DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of the Statutes.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

16. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### REMOVAL OF DIRECTORS

17. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

#### PROCEEDINGS OF DIRECTORS

18. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

#### SECRETARY

19. The first Secretary of the Company shall be Howard Thomas.

7

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. THOMAS,  
70/74 City Road,  
London EC1Y 2DQ.

Company Registration Agent.

C. MILFORD-COTTAM,  
70/74 City Road,  
London EC1Y 2DQ.

Company Registration Agent.

-----

Dated this 5th day of October, 1983

Witness to the above Signatures:-

W.R. PAYNE,  
70/74 City Road,  
London EC1Y 2DQ.

Company Registration Agent.

1



## THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* delete if  
inappropriate

Company number

1765950 / 5

Name of Company

|                                    |          |
|------------------------------------|----------|
| 24 ELTON ROAD (MANAGEMENT COMPANY) | Limited* |
|------------------------------------|----------|

The intended situation of the registered office of the company  
on incorporation is as stated below

|                 |
|-----------------|
| 24 ELTON ROAD   |
| BISHOPSTON      |
| BRISTOL - AVON. |

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below

|   |
|---|
| X |
|---|

|  |
|--|
|  |
|  |
|  |

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

|  |
|--|
|  |
|--|

Presenter's name, address and  
reference (if any):For official use  
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



### Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

|   |  |
|---|--|
| Name (note 2) <u>RICHARD ROBERT GOODLAND</u>                                  | Business occupation<br><u>SALES MAN</u>            |
| Former name(s) (note 3) <u>—</u>  | Nationality<br><u>BRITISH</u>                      |
| Address (note 4)<br><u>41 CHICHESTER WAY</u><br><u>YATE near BRISTOL AVON</u> | Date of birth (where applicable) (note 6) <u>—</u> |
| Particulars of other directorships (note 5)<br><u>None.</u>                   |  |
| I hereby consent to act as director of the company named on page 1            |  |
| Signature <u>R. R. Goodland.</u>  | Date <u>10/10/83</u>                               |

|  |  |
|--|--|
| Name (note 2) <u>ANITA KAREN MARGARET GOODLAND</u>                                   | Business occupation<br><u>Housewife.</u>           |
| Former name(s) (note 3) <u>—</u>   | Nationality<br><u>BRITISH</u>                      |
| Address (note 4) <u>41 CHICHESTER WAY</u><br><u>YATE</u><br><u>near BRISTOL AVON</u> | Date of birth (where applicable) (note 6) <u>—</u> |
| Particulars of other directorships (note 5)<br><u>None</u>                           |  |
| I hereby consent to act as director of the company named on page 1                   |  |
| Signature <u>A. K. Goodland.</u>   | Date <u>10/10/83</u>                               |

|  |   |
|--|---|
| Name (note 2)  | Business occupation                       |
| Former name(s) (note 3)  | Nationality                               |
| Address (note 4)   | Date of birth (where applicable) (note 6) |
| Particulars of other directorships (note 5)                        |   |
| I hereby consent to act as director of the company named on page 1 |   |
| Signature  | Date                                      |

Please do not  
write in this  
binding margin



**Important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

|   |               |
|---|---------------|
| Name (notes 2 & 7)  |               |
| HOWARD THOMAS   |               |
| Former name(s) (note 3)   |               |
| Address (notes 4 & 7)   |               |
| 70/74, CITY ROAD,   |               |
| LONDON, EC1Y 2DQ.   |               |
| I hereby consent to act as secretary of the company named on page 1 |               |
| Signature   | Date 10/10/83 |

|   |      |
|---|------|
| Name (notes 2 & 7)  |      |
| Former name(s) (note 3)   |      |
| Address (notes 4 & 7)   |      |
| I hereby consent to act as secretary of the company named on page 1 |      |
| Signature   | Date |

\* as required by  
section 21(3) of  
the Companies  
Act 1976

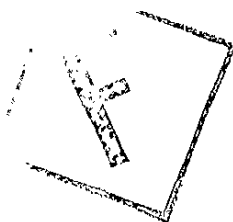
Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature W. H. Long [Subscriber] [Agent]† Date 10/10/83

Signature Company Director [Subscriber] [Agent]† Date 10/10/83  
London, EC1Y 2DQ

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1765950

I hereby certify that

24 ELTON ROAD (MANAGEMENT COMPANY) LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

31ST OCTOBER 1983

  
MRS. E. J. JONES

an authorised officer