

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

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

Please do not  
write in this  
binding margin

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

\*Insert full  
name of company

†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

For official use

Company number

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1972199
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Name of company

ACACIA HOUSE LIMITED

I, DAVID JOHN CRABB Partner in the Firmof LEES, SMITH & CRABB, 24, JOHN STREET,BEDFORD ROW, LONDON, WC1N 2DFdo solemnly and sincerely declare that I am a Solicitor of the Supreme Courtengaged in the formation of the Company ACACIA HOUSE LIMITED

of

and that all the requirements of the Companies Acts 1948 to 1981  
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

17 John Street London WC1N 2DS

Signature of Declarant

the 8<sup>th</sup>

day of

November

One thousand nine hundred and

Eighty two

before me

a Hathway  
A Commissioner for Oaths or Notary Public or Justice of the Peace  
or Solicitor having the powers conferred on a Commissioner for Oaths

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

D.J. CRABB  
LEES, SMITH & CRABB,  
24, JOHN STREET,  
BEDFORD ROW,  
LONDON, WC1N 2DF.

Tel: 01-405-5901

Ref: 6/DJC/JMW

For official use

New companies section

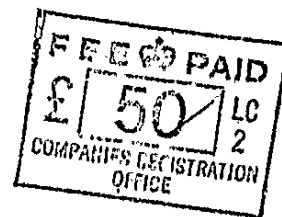
Post room

PAID

PRIV/GUAR/NSE

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL



1972199

MEMORANDUM OF ASSOCIATION

of

ACACIA HOUSE LIMITED



1. The name of the Company is "ACACIA HOUSE 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 acquire the freehold property known as 114 South Hill Park Road, London, N.W.3, together with the roads paths gardens and other amenities within the curtilage thereof (hereinafter called "the Property").

(B) To accept surrenders from members of the Company of their existing leases and grant new leases of the flats and garages now or in the future erected upon the Property for a term of 999 years or such other term as the Company may think fit and to enter into any leases contracts deeds or variation or enter into any other documentation or arrangement affecting the Property as may be conducive to the Company's objects as the Company shall think fit.

(C) To manage maintain repair service and administer the Property including the flats therein and to collect the rents and service charges from the lessees of such flats and supply services to the lessees and occupiers of such flats.

(D) To borrow and raise money in such manner as the Company shall think fit.

(E) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, easements, rights,



NAT. 00296 \* 250

privileges, concessions, machinery, plant, stock-in-trade, and any real and personal property of any kind.

(F) To form, promote, subsidise and assist companies, syndicates or partnership of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.

(G) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrenders of any lease or tenancy or rights, and to sell the property, or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company.

(H) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable in the interests of the Company.

(I) To invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit.

(J) To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations.

(K) To remunerate any person, firm or company rendering services to the Company and to engage full time or part time servants for the purposes of carrying out any of the objects of the Company.

(L) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation promotion and registration of the Company and the furtherance of its objects.

(M) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.

(N) To dispose by any means of the whole or any part of the undertaking or property of the Company.

(O) To enter into contracts of insurance and indemnity in respect of any liability of the Company for claims arising from the use of the Property or any part thereof in common by the owners or occupiers of the flats or other residential buildings erected or to be erected upon the Property or by any other persons lawfully on the Property and to effect and maintain insurance against loss or injury to any property of or to any persons employed by the Company.

(P) To make regulations for the use of the flats or any other parts of the Property.

(Q) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation 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.

(R) To do all such other things as are incidental or conducive to the attainment of the above objects or are calculated to enhance the value and beneficial advantage of the Property.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceased to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding one pound.

6. No person shall be admitted to membership of the Company other than a lessee of a flat occupied in the Property holding under a head lease derived immediately out of the freehold interest therein. Section 17 of the Companies Act 1985 shall not apply to this paragraph.

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.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

ELIZABETH DALY,  
Basement Flat,  
114 South Hill Road,  
London, N.W.3.

sign here

X Elizabeth Daly X

OCCUPATION  
HERE

X Teacher X

VICTOR HEWLETT COPPERSMITH-HEAVEN,  
1st Floor Flat,  
114 South Hill Road,  
London, N.W.3.

sign here

X Victor Copper Smith Heaven X

OCCUPATION  
HERE

X Lens Producer.. X

SUSAN MERILYN COPPERSMITH-HEAVEN,  
Maisonette,  
114 South Hill Road,  
London, N.W.3.

sign here

X Susan Copper Smith Heaven X

OCCUPATION  
HERE

X Designer X

---

Dated this

30th day of October 1984.

Witness to the above Signatures:-

X D J Rabb  
X 24 John Street  
X London WC1N 2DF

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

1972199

ACACIA HOUSE LIMITED

GENERAL

1. In these Articles the following words and expressions shall have the meanings set opposite namely:-

"the Act"

The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

"these Articles"

these Articles of Association and the regulations of the Company from time to time in force.

"the Office"

the registered office of the Company.

"the Seal"

the common seal of the Company.

"the Secretary"

any person appointed to perform the duties of Secretary of the Company.

"the Property"

114 South Hill Park, London, N.W.3, together with the roads paths gardens and other amenities within the curtilage thereof.

"lessees"

the lessees for the time being of the flats comprised in the Property holding under head leases derived immediately out of the freehold interest therein.

"in writing"

written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

and words importing the singular number only shall include the plural number, and vice versa.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

#### OBJECTS

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

#### MEMBERSHIP

3. The number of members with which the Company proposes to be registered is three.

4. The subscribers to the Memorandum of Association and all lessees who apply in writing to the Secretary shall be members of the Company.

5. Where two or more persons jointly are the lessees of one flat in the Property 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. Unless the said person, whose name appears first has given written notice to the Secretary to the contrary then in the absence of that person the other person shall be entitled to exercise the voting and other powers of the member and to be counted in determining a quorum at meetings. If there are more than two joint lessees then the order in which they may exercise these powers is determined by the order of their names in the register of members.

6. A member shall cease to be such on ceasing to be a lessee and on the registration as a member of his or her successor in title to his or her leasehold interest. A member shall have the right at any time to resign his membership of the Company upon notice in writing to the Secretary.

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 lessee.

8. The rights of every member shall be personal to such member and shall not be transferable, transmissible or chargeable by his or her own act, by operation of law or otherwise.

## GENERAL MEETINGS

9. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

11. The Directors may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

12. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and of the Auditors, the election of Directors 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 is present when the meeting proceeds to business. Save as herein otherwise provided two members personally present

shall be a quorum and for this purpose a joint lessee who is not the first registered shall be counted (but not in addition to the first registered joint lessee if present), in accordance with Clause 5) only the person present at the Meeting whose name appears first on the register may vote.

15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

16. The Chairman of the Board of Directors shall preside as Chairman of every General Meeting of the Company. If there be no such Chairman or if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the same the members present shall choose some other member of the Board or if no such member be present, they shall choose some member of the Company who shall be present to preside.

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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least one member present in person or by proxy and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

valid after the expiration of a period of three months from the date named in it as the date of its execution.

28. An instrument appointing a proxy may be in the following form or in any other form which the Directors may approve:-

"ACACIA HOUSE LIMITED"

I, \_\_\_\_\_, being a member of the above named Company hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me and on my behalf at the Annual/or Extraordinary as the case may be/General Meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and at any adjournment thereof.

As Witness my hand this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any corporation which is a member of the Company may by resolution of its directors or other governing body authority such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

31. Unless otherwise determined by a General Meeting the number of Directors shall be not less than two.

32. The name or names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

POWERS AND DUTIES OF DIRECTORS

33. The business and affairs of the company shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do

on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations or 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 such regulation had not been made.

34. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking and property, and to issue debentures and other securities, and any such debentures and other securities may be issued at par or at a premium or at a discount.

35. (a) Subject to the provisions of paragraph (b) of this Article the Directors shall endeavour so to carry on the business of the Company as not to make profit or loss.

(b) The Directors may in their absolute discretion make provision for creating and setting aside a reasonable reserve fund for any general or particular purpose.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

37. The Directors may act notwithstanding any vacancy in their body.

#### SECRETARY ...

38. Subject to Sections 10 and 13 of the Companies Act 1985 the first Secretary of the Company shall be appointed by the Directors who shall also have power to fill any casual vacancy arising in the Office of Secretary. A provision of the Act or these ARTICLES requiring or authorising a thing to be done by a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

#### CHAIRMAN

39. The first Chairman of the Company shall be appointed by the Directors who shall also have power to fill any casual vacancy arising in the position of Chairman.

#### THE SEAL

40. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Directors

and in the presence of at least one Director and of the Secretary, and the said Director and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF DIRECTORS

41. The office of a member of the Council shall be vacated-

- (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (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 virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.

#### ELECTION AND APPOINTMENT OF DIRECTORS

42. The Company at any General Meeting at which any members of the Board have vacated their offices in accordance with Clause 40 may, subject to any resolution reducing the number of Directors, fill the vacated offices by electing a like number of persons to be Directors and may fill any other vacancies.

43. A resolution for the appointment of two or more persons as Directors by a single resolution shall be void unless a resolution that it shall be so proposed has first been agreed to by the Meeting without any vote being given against it.

44. No person shall, unless recommended by the Directors for election, be eligible for election to the office of director at a General Meeting, unless within the prescribed time 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 or her intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his or her willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

45. The Company in General Meeting may from time to time as special business and within the limits hereinbefore provided increase or reduce the number of Directors then in office, and upon passing any resolution for an increase may appoint the additional Director or Directors necessary to carry the same into effect.

46. In addition and without prejudice to the provisions of section 303 of the Act, 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 qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

47. The Directors may from time to time and at any time appoint any person to be a Director, either to fill a casual vacancy or by way of addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number (if any) fixed in accordance with these Articles. Any Director so appointed shall retain office only until the next Annual General Meeting, and shall then be eligible for re-election.

48. Subject to the provisions of any other clause in these Articles, a person shall be eligible to be appointed a Director notwithstanding that he has reached the age of seventy, and subject to the provisions of any other clause in these Articles, a Director shall not be obliged to retire from office at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time, merely because he has reached the age of seventy or any other age and the provisions of Section 293 of the Act shall not apply to the Company.

#### PROCEEDINGS OF THE DIRECTORS

49. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

50. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

51. A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

52. The Chairman of the Company shall be entitled to preside at all meetings of the Directors at which he or she shall be present, but 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.

53. All acts on a fide done by any meeting of the Directors or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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.

54. The Directors shall cause proper minutes to be made of all appointments of officers of the Company and of the proceedings of all meetings of the Company and of the Directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

55. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and constituted and such resolution in writing may consist of several documents in the like form each signed by one or more of the Directors.

#### ALTERNATE DIRECTOR

56. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

#### ACCOUNTS

57. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.

58. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.

59. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

60. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Act lay before the Association an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Association together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) 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 at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with section 240 of the Act 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 241(2) of the Act.

#### AUDIT

61. In accordance with the provisions of the Act 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.

62. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

#### WINDING-UP

63. If up the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the members of the Company equally or otherwise dealt with as the Directors shall with the approval of the members of the Company in General Meeting, decide.

#### INDEMNITY

64. Every Director agent, auditor secretary and other officer for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or as Auditor 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 connected with any application under Section 727 of the Act in which relief is granted to him by the court, and no Director officer or Auditor 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 as Auditor or in relation thereto PROVIDED THAT this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

#### NOTICES

65. A notice may be served by the Company upon any member either personally or by sending it through the post in a pre-paid letter, addressed to such member at his or her registered address as appearing in the register of members or by inserting it through the letter box at such address.

66. 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 such member shall be entitled to have notices served upon such member at such address, but, save as aforesaid and as provided by the Act, 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.

67. 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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

ELIZABETH DALY,  
Basement Flat,  
114 South Hill Road,  
London, N.W.3.

*Elizabeth Daly* /

*Teacher*

VICTOR HEWLETT COPPERSMITH-HEAVEN,  
1st Floor Flat,  
114 South Hill Road,  
London, N.W.3.

*Vin Coppsmith Heaven* /

*Records Producer.*

SUSAN MERILYN COPPERSMITH-HEAVEN,  
Maisonette,  
114 South Hill Road,  
London, N.W.3.

*SM Coppersmith Heaven* /

*Designer*

Dated this

*20th day of October 1984.* /

Witness to the above Signatures:-

*P J Gable* /  
*214 John Street*  
*London WC1N 2DE*



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

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

B 19 11/12/85

Please do not  
write in this  
binding margin



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

\*delete if  
inappropriate

To the Registrar of Companies

For official use

19:2199

Name of Company

ACACIA HOUSE

Limited\*

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

ARRAM, BERLYN & GARDER

MORTIMER HOUSE,

37-41, MORTIMER STREET,

LONDON, W.1.

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

Number of continuation sheets attached (see note 1)

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

D.J. CRABB  
LEES, SMITH & CRABB,  
24, JOHN STREET,  
LONDON, WC1N 2DF.

Tel: 01-405-5901

Ref: 6/DJC/JMW

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 (note 2) are as follows:

Name (note 3)	VICTOR HEWLETT	Business occupation	RECORD PROMOTER
	COPPERSMITH-HEAVEN	Nationality	BRITISH
Previous name(s) (note 3)		Date of birth (where applicable) (note 6)	
Address (note 4)	1ST FLOOR FLAT, 114, SOUTH HILL ROAD, LONDON, N.W.3.		
Other directorships†			
I hereby consent to act as director of the company named on page 1			
Signature X <i>Vic Copper-Smith-Heaven</i>		Date X 2-10-84	

Name (note 3)	ELIZABETH DALY	Business occupation	TEACHER
		Nationality	BRITISH
Previous name(s) (note 3)		Date of birth (where applicable) (note 6)	
Address (note 4)	BASEMENT FLAT 114, SOUTH HILL ROAD, LONDON, N.W.3.		
Other directorships†			
I hereby consent to act as director of the company named on page 1			
Signature X <i>Elizabeth Daly</i>		Date X 2-10-84	

Name (note 3)		Business occupation	
		Nationality	
Previous name(s) (note 3)		Date of birth (where applicable) (note 6)	
Address (note 4)			
Other directorships†			
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 given above must be given in full and must be those referred to in section 20 of the Companies Act 1976, section 20 of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

†Enter particulars of other directorships held by you or previous directors in this space if insufficient space is available on this sheet.

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 209(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)	VICTOR HEWLETT
	COPPERSMITH-HEAVEN
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	1ST FLOOR FLAT, 114, SOUTH HILL ROAD, LONDON, N.W.3.
I hereby consent to act as secretary of the company named on page 1	
Signature X	<i>V. Coppersmith-Heaven</i> Date X 2.10.84.

Name (notes 3 & 7)	
Previous 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 X *Elizabeth Daly* [Subscriber] [Agent]† Date 2.10.84 *Elizabeth Daly*

Signature X *V. Coppersmith-Heaven* [Subscriber] [Agent]† Date 2.10.84. *V. COPPERSMITH-HEAVEN*

Signature X *S. Coppersmith-Heaven* [Subscriber] [Agent]† Date 30.10.84. *S. COPPERSMITH-HEAVEN*

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1972199

I hereby certify that

ACACIA HOUSE LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

17TH DECEMBER 1985

*C. R. Williams*

MRS. C. R. WILLIAMS

an authorised officer