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**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

12

Pursuant to section 12(3) of the Companies Act 1985

Please do not  
write in  
this margin

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

\* insert full  
name of Company

† delete as  
appropriate

To the Registrar of Companies

For official use

[ ] [ ] [ ] [ ]

For official use

02/62575

Name of company

\* 11, HAWARDEN AVENUE MANAGEMENT COMPANY LIMITED

I, KAREN MARGARET WISHART

of 37/41 MODREFIELD  
LIVERPOOL 2

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 Liverpool in the County  
of Merseyside

the 24th day of July  
One thousand nine hundred and eighty seven  
before me

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths. CHRISTOPHER JOHN WILSON  
31/33 Dale St.,  
Liverpool 2

Declarant to sign below

Karen M. Wishart.

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

MESSRS. R. T. CUMMING  
"AGENCY HOUSE"  
25, STREATHAM VALE,  
LONDON, S.W.16.  
01-764 6610  
01-679 1594

For official Use  
New Companies Section

Post room

**G**

COMPANIES FORM No. 10

**10****Statement of first directors  
and secretary and intended  
situation of registered office**Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full name  
of company

To the Registrar of Companies

For official use

Name of company

\* 11, HAWARDEN AVENUE MANAGEMENT COMPANY LIMITED

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

31 NORTH JOHN STREET	
LIVERPOOL	
Postcode	L2

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



MESSRS. R. T. CUMMING	
"AGENCY HOUSE"	
25, STREATHAM VALE,	
LONDON, S.W.16.	
01-764 8610	Postcode
01-679 1594	

Number of continuation sheets attached (see note 1)

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

MESSRS. R. T. CUMMING  
"AGENCY HOUSE"  
25, STREATHAM VALE,  
LONDON, S.W.16.  
01-764 8610  
01-679 1594

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:

Please do not write in this margin

Name (note 3)		Business occupation	
SIMON MICHAEL RUBIN		Company Director	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
31 North John Street, Liverpool 2			
Postcode			
Other directorships †			
None			
I consent to act as director of the company named on page 1			
Signature		Date 10-7-87	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in  
this margin

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

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 3 & 7)	
LOTTIE RUBIN	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
31 North John Street, Liverpool 2	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature <i>x L Rubin</i>	Date 10-7-87

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is  
signed by the  
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed <i>[Signature]</i>	Date 10-7-87
Signed <i>Lottie Rubin</i>	Date 10-7-87
Signed	Date
Signed	Date
Signed	Date
Signed	Date

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

**Memorandum of Association**

OF

11, HAWARDEN AVENUE MANAGEMENT  
COMPANY LIMITED



1. The name of the Company is "11, HAWARDEN AVENUE MANAGEMENT COMPANY LIMITED".

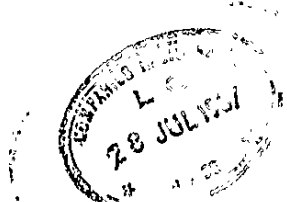
2. The Registered Office of the Company will be situate in England.

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

- 107
- (a) To manage the property known as 11, HAWARDEN AVENUE, comprising flats and garages and to supply to the lessees and occupiers of the flats and garages aforesaid with such services as are defined in the respective Leases.
  - (b) To borrow and raise money in such manner as the Company shall think fit.
  - (c) To do such other things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value and beneficial advantage of 11 HAWARDEN AVENUE aforesaid, and the flats and garages comprised therein.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities



MESSRS. R. T. CUMMING  
"AGENCY HOUSE"  
25, STREATHAM VALE,  
LONDON, S.W.16.  
01-764 8610  
01-679 1394

of the Company contracted before he 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.

6. No person shall be admitted to membership of the Company other than the subscribers hereto, and the Lessees of flats comprised in 11, HAWARDEN AVENUE aforesaid holding under Leases derived immediately out of the freehold interest therein. Section 17 of the Companies Act, 1985, shall not apply to this paragraph.

We, the subscribers to this Memorandum of Association,  
wish to be formed into a Company pursuant to this Memorandum

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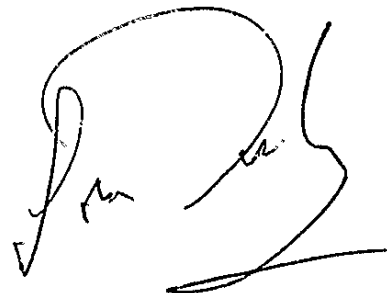
NAMES AND ADDRESSES OF SUBSCRIBERS

SIMON MICHAEL RUBIN  
31 NORTH JOHN STREET  
LIVERPOOL 2

~~\_\_\_\_\_~~ ~~\_\_\_\_\_~~

LOUIE RUBIN  
31 NORTH John Street,  
Liverpool 2

~~\_\_\_\_\_~~ ~~\_\_\_\_\_~~



L Rubin

Dated this 10 day of JULY 1987  
Witness to the above Signatures :-

m. K Qura

60 ALEXANDER DR,  
LYDIATE,  
MERSEYSIDE.

THE COMPANIES ACT, 1985 .

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

Articles of Association

OF

11, HAWARDEN AVENUE MANAGEMENT  
COMPANY LIMITED

GENERAL

1. In these Articles :-

"the Act" means the Companies Act 1985.

"the seal" means the common seal of the Company.

"secretary" means any person appointed to perform the duties of the Secretary of the Company.

"the Estate" means "11, HAWARDEN AVENUE".

"the flat-owners" means the lessees for the time being of the flats comprised in the Estate holding under Leases derived immediately out of the freehold interest therein.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.



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

3. The Association is a Private Company as defined by Section 1 of the Act.

(a) In accordance with Section 1 (4) of the Act the Association shall not have a Share Capital.

(b) Section 81 (1) of the Act shall accordingly not apply to the Company.

#### MEMBERSHIP

4. The number of members with which the Company proposes to be registered is FOUR.

5. The subscribers to the Memorandum of Association and all flat-owners who apply in writing for membership shall be members of the Company.

6. Where two or more persons jointly are the flat-owners of one flat on the Estate 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.

7. The subscribers to the Memorandum of Association shall cease to be members as soon as the flat-owners of all the flats comprised in the Estate have become members. A member shall cease to be such on ceasing to be a flat-owner and on the registration as a member of his successor in title.

8. 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 MEETING

9. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation

incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.

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. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

12. 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 least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and for 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 manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company. Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meetings, 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.

13. 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

14. 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 Directors and Auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

15. 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, two members present in person or by proxy shall be a quorum.

16. 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 Board 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.

17. The Chairman of the Company shall preside as Chairman at every general meeting of the Company 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 Board to be Chairman of the meeting. If at any meeting no member of the Board is willing to act as Chairman or if no member of the Board 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.

18. 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.

19. 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, and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been 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 Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

20. 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.

21. 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.

22. 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 or a further meeting of the Company to be called for the purpose shall be taken at such time as the Chairman of the Meeting directs, all members of the Company being first given reasonable notice thereof and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

23. Subject to the provisions of the Act, a resolution in writing signed by all the 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 Company duly convened and held.

#### VOTES OF MEMBERS

24. Subject as hereinafter provided, every member present in person or by proxy shall have one vote.

25. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company under the terms of the lease under which he holds his flat shall have been paid.

26. 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.

27. 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 Company.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### BOARD OF DIRECTORS

29. Until otherwise determined by the Company in general meeting the number of the Board shall not be less than three.

30. Subject to Section 10(2) of the Act, the first Directors shall be determined in writing by the Subscribers to the Memorandum of Association.

31. The Directors may from time to time and at any time appoint any member of the Company as a member of the Board either to fill a casual vacancy or by way of addition to the Board. Any member so appointed shall retain his office until the next annual

general meeting, but he shall then be eligible for re-election.

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

#### BORROWING

33. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company.

#### POWERS AND DUTIES OF THE DIRECTORS

34. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meetings, 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 Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

35. The Directors shall have power from time to time to appoint members of the Company to be Chairman and Vice-Chairman and determine their respective duties and the tenure of their office.

36. The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Board;
- (b) of the names of the Board present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of the Directors.

37. The members for the time being of the Board may act notwithstanding any vacancy in their body, provided always that, in case the Board shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

#### ANNUAL ELECTION OF THE BOARD

38. At every annual general meeting one-third of the members of the Board for the time being other than the Chairman or, if the number of members of the Board 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 Board 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.

39. No person not being a retiring member of the Board shall be eligible for office on the Board at any general meeting unless, not less than three or 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.

40. The Company may by extraordinary resolution remove any member of the Board before expiration of his period of office, and may by an ordinary resolution appoint another member in his stead.

#### PROCEEDINGS OF THE DIRECTORS

41. The Directors 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.

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

43. The Chairman for the time being of the Company shall be the Chairman of the Board and shall be entitled to preside at all meetings of the Board at which he shall be present, but if there be no such Chairman for the time being or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

44. The Board may delegate any of their powers to committees consisting of such person or persons (whether or not members of the Board or the Company) as the Board think fit, but so that any committee consisting of less than three persons shall consist only of members of the Board and any other committee shall consist of members of the Board to the extent of at least two-thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Board and shall be subject at all times to the control of the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

45. All acts bona fide done by any meeting of the Board or of any committee set up by the Board, or by any person acting as a member of the Board 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 Board or of the committee.

46. A resolution in writing signed by all the members for the time being of the Board or of any committee set up by the Board who are duly entitled to receive notice of a meeting of the Board or of



such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee respectively, duly convened and constituted.

#### SECRETARY

47. Subject to Section 10(2) of the Act, the first Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they think fit, and any secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

#### THE SEAL

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

#### ACCOUNTS

49. In accordance with Section 221 of the Act, the Board shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received from day to day and expended by the Company and the matters in respect of which such receipt and expenditure take place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

50. The books of account shall be kept at the Registered Office, or subject to Section 222 of the Act, at such other place as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

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

52. At the annual general meeting in every year the Directors shall lay before the Company an income and expenditure account for the period since the last preceding account (or in the case of the first accounts since the incorporation of the Company made up to 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 Directors and the Auditors and copies of the accounts, balance sheets and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of general meetings and in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act.

#### AUDIT

53. 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.

54. Auditors shall be appointed and their duties regulated in accordance with Section 237 of the Act, the members of the Board being treated as the Directors mentioned in that section.

#### NOTICES

55. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members or by delivering it to his registered address.

56. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

57. 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 providing 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 AND ADDRESSES OF SUBSCRIBERS

---

SIMON MICHAEL RUBIN  
31 NORTH JOHN STREET  
LIVERPOOL, 2.

~~STATE~~ ~~SECRET~~

LOTTIE RUBIN  
31 NORTH JOHN STREET  
LIVERPOOL 2

~~STATE~~ ~~SECRET~~

Dated this 10 day of JULY  
Witness to the above Signatures :-

19 87

M. K. QUINN,  
60 ALEXANDER DR,  
LYDiate,  
MERSEYSIDE.

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2162575

I hereby certify that

**11, HAWARDEN AVENUE MANAGEMENT COMPANY  
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 9 SEPTEMBER 1987

  
D. M. WILKIE

an authorised officer