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COMPANIES FORM No. 12

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

12

Please do not  
write in  
this margin

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

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

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

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Name of company

\* 27 - 31 SUTHERLAND STREET MANAGEMENT LIMITED

\* Insert full  
name of Company

I, ANGELA JEAN MCCOLLUM

of 3 FALMER COURT LONDON ROAD UCKFIELD EAST SUSSEX

† delete as  
appropriate

XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX  
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 CROWBOROUGH  
EAST SUSSEX

Declarant to sign below

the 8th day of June  
One thousand nine hundred and 93  
before me S. M. B. A.

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):

ASHLEY TAYLORS  
DX39062  
UCKFIELD

For official Use

New Companies Section

Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

CN

For official use

Company name (in full)

27 - 31 SUTHERLAND STREET  
MANAGEMENT LIMITED

Registered office of the company on  
incorporation.

RO

FLAT H  
SUTHERLAND STREET

Post town

County/Region LONDON

Postcode SW1V 4JU

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

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

ASHLEY TAYLORS

DX 39062 - UCKFIELD

Postcode

Telephone

0905 766767

Extension

23

**Company Secretary** (See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

<b>CS</b>	MRS
	MARGARET MARY
	WATKINS
<b>AD</b>	3 FALMER COURT
	LONDON ROAD
Post town	UCKFIELD
County/Region	EAST SUSSEX
Postcode	TN22 1HX
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	M. M. Watkins
Date	7-6-93

**Consent signature****Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

<b>CD</b>	MISS
	ANGELA JEAN
	McCOLLUM
<b>AD</b>	3 FALMER COURT
	LONDON ROAD
Post town	UCKFIELD
County/Region	EAST SUSSEX
Postcode	TN22 1HX
Country	ENGLAND
Date of birth	DO 013 012 613
Nationality	NA BRITISH
Business occupation	OC SECRETARY
Other directorships	OD NONE
I consent to act as director of the company named on page 1	
Signed	A. J. McCollum
Date	7-1-93

\* Voluntary details

**Consent signature**

**Directors** (continued)

(See notes 1 - 5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature****CD****AD**

Post town

County/Region

Postcode

Country

**DO**

Nationality

**NA****OC****OD**

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

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

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

2828109.



## THE COMPANIES ACT 1985

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### COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION OF 27 - 31 SUTHERLAND STREET MANAGEMENT LIMITED

1. The name of the Company is 27 - 31 SUTHERLAND STREET MANAGEMENT LIMITED
2. The Registered Office will be situate in England.
3. The objects for which the Company is established are:-

(A) To purchase the building known as 27 - 31 Sutherland Street, London SW1V 4JU, comprising nine flats namely A to I inclusive and to manage, repair, maintain and insure the same and to supply to the lessees and occupiers of such flats such services as are mentioned in the respective leases of such flats.

(B) To exercise the functions of a Residents Association and Management Company formed to safeguard and promote the common interest of the residents of such building aforesaid.

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

(D) To do such things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value, amenities and beneficial advantage of such building aforesaid.

(E) To purchase, take on lease or otherwise acquire all or any part of such building as aforesaid and its curtilage or easements or other rights over or in respect of all or any of the same (with power to negotiate or accept any modifications of or deletion from any lease, grant or agreement of or affecting the same) and to sell or otherwise dispose of any property or rights for the time being belonging to the Company which it shall not be deemed expedient to retain for the benefit of the members of the Company.

(F) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(G) To sell, lease, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

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(H) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.

(I) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

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

4. The liability of the Members is limited.

5. The Share capital of the Company is nine pounds divided into nine Ordinary Shares of one pound each. No person shall be admitted to membership of the Company other than the persons who are the lessees for the time being of the leases of the flats in such building as aforesaid. Section 17 of the Companies Act 1985 shall not apply to this Clause.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

Names Address and Descriptions of Subscribers

Number of shares  
taken by each  
Subscriber

ANGELA JEAN McCOLLUM  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

ONE

*A. J. McCollum*

Secretary

MARGARET MARY WATKINS  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

ONE

*M. M. Watkins*

Secretary

Dated

Witness to the above Signatures:-

Maureen A. Biddle  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M. A. Biddle*

Secretary

## **THE COMPANIES ACT 1985**

### **COMPANY LIMITED BY SHARES**

#### **ARTICLES OF ASSOCIATION OF 27 - 31 SUTHERLAND STREET MANAGEMENT LIMITED**

##### **PRELIMINARY**

1. Subject as hereafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 (hereinafter called "the Act") and as in force at the date of Incorporation of the Company (hereinafter called "Table A") shall apply to the Company.

2. Regulations 8, 24, 64, 82, 87, 94, 95 and 96 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of Incorporation of the Company.

3. In these Articles:-

(a) "Flat" means one of the nine flats in the building referred to in Clause 3(A) of the Memorandum of Association.

(b) "Owner" means the lessee for the time being of a Flat and shall be limited to the initial participating long lessees and their successors and other long lessees who shall apply for membership and who shall be accepted for membership by the then Board of Directors.

(c) "Ordinary Share" means the share in the Company which is acquired by the Owner on the occasion of the grant or assignment to him of a lease of a Flat.

(d) "The initial participating long lessees" means the Owners who have contributed to the purchase of the building.

## SHARES

4. The Directors of the Company are authorised during the period of five years from the date of Incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 6 of these Articles and provided that no shares shall be issued at a discount.

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

6. No person except an Owner shall be registered as the owner of an Ordinary Share and no Owner shall be registered as the holder of more than one Ordinary Share for each Flat of which he or she holds the lease. One Ordinary share shall be issued to the lessee of a Flat to the intent that ownership of each Flat will carry with it the ownership of one ninth of the Company. If more than one person is jointly the owner of a Flat, those persons shall jointly hold the corresponding share in the Company but shall have only one vote in respect of such share (whether as Members or Directors) which shall be cast by the holder whose name first appears in the Register of Members.

7. The Directors shall be bound to register:-

(a) a transfer by an Owner of his Ordinary Share to an assignee of the lease of his Flat.

(b) as a member any person who has by reason of the death, bankruptcy or insolvency of a member become entitled to the member's Ordinary Share and has vested in him the member's lease of his Flat.

(c) a transfer by a mortgagee of any Ordinary Share to a purchaser from such mortgagee under his power of sale of the Flat in respect of which such Ordinary Share was charged to the mortgagee.

## LIEN

8. The Company shall have a first and paramount lien on every share for all monies (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 or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all the monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; 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 AND TRANSMISSION OF SHARES

9. If a member fails to transfer his Ordinary Share to an assignee of the lease of the Flat of which he is the Owner within one month of the date of the relevant assignment of the lease the Directors shall be entitled by resolution to appoint some person to be the attorney of such member to execute the transfer of such Ordinary Share to such assignee for its nominal value and the Company shall upon receiving the purchase price from the assignee register such transfer and thereupon the transferee shall become a member in place of the previous holder of such Ordinary Share.



## GENERAL MEETING

10. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Secretary for the time being of the Company.

## DIRECTORS

11. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall not be less than two nor more than nine. No person other than an Owner shall be a Director and each Owner shall be entitled to be a Director and upon that person ceasing to be an Owner he or she shall cease forthwith to be a Director of the Company.

12. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10(2) of the Act.

13. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

## PROCEEDINGS OF DIRECTORS

14. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

## SECRETARY

15. A person other than an owner may be the Secretary of the Company. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10(2) of the Act.

## INDEMNITY

16. (i) In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of Section 310 of the Act every Director, managing Director, agent, auditor, secretary, and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the proper execution and discharge of the duties of his office.

(ii) The Company may without reference to its members purchase and maintain on behalf of any officer or auditor insurance against the liabilities of such officers as referred to in S.310 of the Companies Act 1985 as amended by S. 137 of the Companies Act 1989.

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Names Addresses and Descriptions of Subscribers

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ANGELA JEAN McCOLLUM  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*Angela McCollum*

Secretary

MARGARET MARY WATKINS  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M. M. Watkins*

Secretary

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Dated

Witness to the above signature

Maureen A. Biddle  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M.A. Biddle*

Secretary

**FILE COPY**



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

No. 2828109

I hereby certify that

**27 - 31 SUTHERLAND STREET MANAGEMENT  
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 17 JUNE 1993

an authorised officer