



**FILE COPY**

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

Company No. 8749278

The Registrar of Companies for England and Wales, hereby certifies that

**LONDON SQUARE (EASTCOTE) MANAGEMENT  
COMPANY LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **25th October 2013**



**\*N08749278W\***



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

# IN01

## Application to register a company

000461/100

A fee is payable with this form

Please see 'How to pay' on the last page

EE PAI



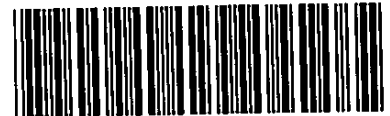
### What this form is for

You may use this form to register a private or public company

### X What this form is NOT for

You cannot use this form to register a limited liability partnership. To do this, please use form LL IN01

COMPANIES HOUSE



\*L2JQ8SNE\*

LD1

25/10/2013

#26

FRIDAY

## Part 1 Company details

### A1 Company name

To check if company name is available use our WebCheck service and select the 'Company Name Availability Search' option

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below

Proposed company name in full ①

LONDON SQUARE (EASTCOTE) MANAGEMENT COMPANY LIMITED

For official use

8749278

#### → Filling in this form

Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by \*

#### ① Duplicate names

Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information is available in our guidance booklet GP1 at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

#### ② Company name restrictions

A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

#### ③ Name ending exemption

Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### A4 Company type ④

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

☐ Public limited by shares  
☐ Private limited by shares  
☒ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

#### ④ Company type

If you are unsure of your company's type, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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**A5**

## Situation of registered office

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales  
☐ Wales  
☐ Scotland  
☐ Northern Ireland

### Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

**A6**

## Registered office address

Please give the registered office address of your company

Building name/number Tempus Court

Street Onslow Street

Post town Guildford

County/Region Surrey

Postcode G U 1 4 S S

### Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England or Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

**A7**

## Articles of association

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

For details of which company type can adopt which model articles, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A8**

## Restricted company articles

Please tick the box below if the company's articles are restricted

☐

### Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# IN01

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## Part 2

## Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

## Secretary

### B1

### Secretary appointments

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ①	

#### ① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

#### Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

#### ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

### B2

### Secretary's service address ①

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

#### ① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

### B3

### Signature ①

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X</div>	X
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#### ① Signature

The person named above consents to act as secretary of the proposed company.

# IN01

Application to register a company

## Corporate secretary

**C1**

### Corporate secretary appointments

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

#### Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

#### Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

**C2**

### Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete Section C3 only

→ No Complete Section C4 only

**C3**

### EEA companies

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ①

Registration number

#### EEA

A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

① This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

**C4**

### Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ①

Registration number

#### Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered you must also provide its number in that register

**C5**

### Signature

I consent to act as secretary of the proposed company named in Section A1.

Signature

Signature

X

X

#### Signature

The person named above consents to act as corporate secretary of the proposed company

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## Director

<b>D1</b>	<b>Director appointments</b>																
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5																	
Title*	Mr																
Full forename(s)	Steven Simon																
Surname	Hudson																
Former name(s) <sup>1</sup>																	
Country/State of residence <sup>2</sup>	United Kingdom																
Nationality	British																
Date of birth	<table><tr><td>d</td><td>d</td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td></tr><tr><td>2</td><td>4</td><td>0</td><td>1</td><td>1</td><td>9</td><td>7</td><td>0</td></tr></table>	d	d	m	m	y	y	y	y	2	4	0	1	1	9	7	0
d	d	m	m	y	y	y	y										
2	4	0	1	1	9	7	0										
Business occupation (if any) <sup>3</sup>	Commercial Director																

**1 Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**2 Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**3 Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

**4 Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.




**Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

<b>D2</b>	<b>Director's service address</b>								
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.									
Building name/number	The Coach House								
Street	6-8 Swakeleys Road								
Post town	Ickenham								
County/Region	Middlesex								
Postcode	<table><tr><td>U</td><td>B</td><td>1</td><td>0</td><td></td><td>8</td><td>B</td><td>G</td></tr></table>	U	B	1	0		8	B	G
U	B	1	0		8	B	G		
Country	England								

**5 Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

<b>D3</b>	<b>Signature</b>			
I consent to act as director of the proposed company named in Section A1.				
Signature	<table><tr><td>Signature</td><td></td><td>X</td></tr></table>	Signature		X
Signature		X		

**6 Signature**  
The person named above consents to act as director of the proposed company.

# IN01

Application to register a company

## Director

D1 Director appointment <sup>1</sup>																	
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5																	
Title*	Mr																
Full forename(s)	Mark Clive																
Surname	Smith																
Former name(s) <sup>2</sup>																	
Country/State of residence <sup>3</sup>	United Kingdom																
Nationality	British																
Date of birth	<table border="1"><tr><td>d</td><td>d</td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td></tr><tr><td>3</td><td>0</td><td>0</td><td>5</td><td>1</td><td>9</td><td>7</td><td>3</td></tr></table>	d	d	m	m	y	y	y	y	3	0	0	5	1	9	7	3
d	d	m	m	y	y	y	y										
3	0	0	5	1	9	7	3										
Business occupation (if any) <sup>4</sup>	Technical Director																

**1 Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**2 Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**3 Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.

**4 Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.




**Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address <sup>5</sup>									
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.									
Building name/number	The Coach House								
Street	6-8 Swakeleys Road								
Post town	Ickenham								
County/Region	Middlesex								
Postcode	<table border="1"><tr><td>U</td><td>B</td><td>1</td><td>0</td><td></td><td>8</td><td>B</td><td>G</td></tr></table>	U	B	1	0		8	B	G
U	B	1	0		8	B	G		
Country	England								

**5 Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature <sup>6</sup>							
I consent to act as director of the proposed company named in Section A1.							
Signature	<table border="1"><tr><td>Signature</td><td></td><td></td></tr><tr><td>X</td><td></td><td>X</td></tr></table>	Signature			X		X
Signature							
X		X					

**6 Signature**  
The person named above consents to act as director of the proposed company.

# IN01

Application to register a company

## Corporate director

<b>E1</b>	<b>Corporate director appointments</b>	
Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm		<b>Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
<b>E3</b>	<b>EEA companies</b>	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		<b>EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</b>
Where the company/firm is registered ①		
Registration number		
<b>E4</b>	<b>Non-EEA companies</b>	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		<b>Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ①		
If applicable, the registration number		
<b>E5</b>	<b>Signature</b>	
I consent to act as director of the proposed company named in Section A1.		<b>Signature</b> The person named above consents to act as corporate director of the proposed company
Signature	Signature X X	



# IN01

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## Part 3

## Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee).

### F1

### Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

### F2

### Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

### F3

### Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate  
nominal value ❸

❸ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately For  
example £100 + €100 + \$10 etc

❶ Including both the nominal value and any  
share premium

❷ Number of shares issued multiplied by  
nominal value of each share

❸ Total number of issued shares in this class

#### Continuation Pages

Please use a Statement of Capital continuation  
page if necessary

# IN01

Application to register a company

**F4**

## Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars

①

### ① Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

#### Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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## Application to register a company

Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"><li>a particulars of any voting rights including rights that arise only in certain circumstances,</li><li>b particulars of any rights, as respects dividends, to participate in a distribution,</li><li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li><li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</li></ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

# IN01

Application to register a company

**F5**

## Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

# IN01

Application to register a company

## Part 4

## Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

### G1

## Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

#### 1 Name

Please use capital letters

#### 2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

#### 3 Amount guaranteed

Any valid currency is permitted

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary

### Subscriber's details

Forename(s) 1

Surname 1

LONDON SQUARE DEVELOPMENTS LIMITED

Address 2

The Coach House, 6-8 Swakeleys Road, Ickenham, Uxbridge, Middlesex

Postcode

U B 1 0 8 B G

Amount guaranteed 3

10 00

### Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

### Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

# IN01

Application to register a company

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

### ① Name

Please use capital letters

### ② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

### ③ Amount guaranteed

Any valid currency is permitted

### Continuation pages

Please use a 'Subscribers' continuation page if necessary

# IN01

Application to register a company

## Part 5

### Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)  
→ Yes Go to **Section H2** (Statement of compliance delivered by an agent)

## H1

### Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

**① Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

**IN01**

Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

<b>H2</b>	<b>Statement of compliance delivered by an agent</b>	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name	Laytons Solicitors	
Building name/number	Tempus Court	
Street	Onslow Street	
Post town	Guildford	
County/Region	Surrey	
Postcode	G U 1 4 S S	
Country	England	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X  X	



# IN01

Application to register a company

## Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name	Mr Ian Cook		
Company name	Laytons Solicitors		
Address	Tempus Court, Onslow Street,		
Post town	Guildford		
County/Region	Surrey		
Postcode	G	U	1 4 S S
Country	England		
DX	2410	GUILDFORD	
Telephone	01483 407000		

## Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)  
☐ At the agents address (Given in Section H2)

## Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following**

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

## Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

## How to pay

**A fee is payable on this form**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland:**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1

**Section 243 exemption**

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE

## Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquires@companieshouse.gov.uk](mailto:enquires@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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THE COMPANIES ACT 2006

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COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

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MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION

- of -

LONDON SQUARE (EASTCOTE) MANAGEMENT COMPANY LIMITED

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REF 04/103116929

THE COMPANIES ACT 2006

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COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

---

MEMORANDUM OF ASSOCIATION

- of -

**LONDON SQUARE (EASTCOTE) MANAGEMENT COMPANY LIMITED**

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Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

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*Name of each subscriber*

*Authentication by each subscriber*

LONDON SQUARE DEVELOPMENTS LIMITED

X  .....

Y  .....

Dated this

23

day of

October

2013

---

THE COMPANIES ACT 2006

---

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

- of -

**LONDON SQUARE (EASTCOTE) MANAGEMENT COMPANY LIMITED**

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PRELIMINARY

1.1 The Articles hereinafter contained and the regulations contained in the Model Articles for Private Companies Limited by Guarantee in Schedule 2 to The Companies (Model Articles) Regulations 2008 ("the Model Articles") shall, subject as hereinafter provided, constitute the Articles of Association of the Company

1 2 Regulations 14, 19 and 21-22 of the Model Articles shall not apply to the Company.

1 3 In these Articles -

**'Estate'** means 150 Field End Road, Eastcote, HA5 1RJ (currently being developed as Plots 1-45 London Square Eastcote) as defined more particularly in the definition of "the Estate" set out in the leases to be made or granted by the owners thereof to the members of the Company;

**'Properties'** means apartments buildings parking spaces and other property of any tenure or any interest in the same and referred to in Article 5 and the word "property" shall mean any one of the said apartments buildings parking spaces and other property of any tenure or any interest in the same, and

**'Owner'** in reference to any of the Properties means any person or corporation who possesses or is entitled to acquire a leasehold interest in any of the properties, any successor in title to any such person or corporation and personal representatives of any such person and the word "ownership" shall be construed accordingly.

INTERPRETATION

2. In regulation 1 of the Model Articles, the definition of "member" shall be varied so as to have the meaning given in these Articles

#### LIABILITY OF MEMBERS

- 3 In regulation 2 of the Model Articles the words "the liability of each member is limited to £10" shall be substituted for "the liability of each member is limited to £1"
- 4 If a member is the owner of more than one property on the Estate then that member shall undertake to contribute such amount as may be required (not exceeding £10 for every property on the Estate which he owns or has owned within the previous year) to the Company's assets in the circumstances set out in regulation 2 of the Model Articles as varied by Article 3

#### PURPOSE OF THE COMPANY

5. The purpose of the Company is to undertake the management and maintenance of the communal areas on the Estate for the benefit of the owners of some or all of the Properties on the Estate in accordance with the provisions of the leases of apartments on the Estate

#### MEMBERS

6. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.
7. The members of the Company shall be divided into the following classes:
  - (a) 'A' Members - who shall be the subscribers and those nominated to succeed them in accordance with Article 8; and
  - (b) 'B' Members - who are the Owners of the Properties
- 8 A subscriber may nominate in writing any person (other than an Owner) to succeed him as an 'A' Member and any such person shall have the same power to nominate a successor as if he had himself been a subscriber
- 9 An Owner shall not be entitled to cease to be a 'B' Member while holding, whether alone or jointly with others, a legal estate in any Property
- 10 A 'B' Member shall cease to be an Owner and shall accordingly cease to be a 'B' Member as soon as he ceases to hold, whether alone or jointly with others, the legal estate to at least one Property. 'B' Membership shall not be transferable and shall cease on death
- 11 No person who is not the Owner of a Property shall be entitled to be admitted as a 'B' Member of the Company
- 12 A new Owner of a Property shall be admitted as a 'B' Member upon the production to the directors of satisfactory evidence that the Property has been transferred into his name and provided that the transferor of the Property is in no way indebted to the Company insofar as the Property is concerned

- 13 If more than one person is jointly the Owner of a Property such persons shall jointly be 'B' Members but shall have only one vote in respect of such membership which shall be cast by the person whose name first appears in the register of members

#### NUMBER OF DIRECTORS

- 14 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one. If and so long as there is a sole director, he may exercise all the powers conferred on the directors by these Articles and regulation 11 of the Model Articles shall be modified accordingly.

#### DIRECTORS' GENERAL AUTHORITY

- 15 In regulation 3 of the Model Articles the words "for the purpose of the Company set out in Article 5 of the Company's Articles" shall be added after the words "for the management of the company's business".
- 16 Unless and until otherwise directed by a special resolution of the Company the directors shall endeavour to carry out the objects of the Company without profit to the Company but they may in their absolute discretion make provisions for creating and setting aside a reasonable reserve fund or funds for any general or particular purpose or purposes.

#### CONFLICTS OF INTEREST

17. A director, notwithstanding his interest in a particular matter but subject to his complying with section 182 of the Companies Act 2006, shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he does so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied.

#### METHODS OF APPOINTING DIRECTORS

- 18 In regulation 17 (b) of the Model Articles the words "provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors" shall be added.

#### DIRECTORS' REMUNERATION

- 19 The directors shall be entitled to such remuneration as the company may by ordinary resolution determine

#### CALLING GENERAL MEETINGS

- 20 If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting

#### QUORUM FOR GENERAL MEETINGS

- 21 Regulation 24 of the Model Articles shall become 24 (a) and the following paragraph (b) shall be added:

“(b) Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum ”

#### VOTING AT GENERAL MEETINGS

- 22 On a show of hands every member entitled to vote who is present in person or by proxy or, being a corporation by a duly authorised representative, shall have one vote and on a poll every 'A' Member shall have 150 votes and every 'B' Member shall have one vote for each Property of which he is the Owner.
- 23 From and after the date when all the Properties have been sold and 'B' Members have been registered in respect of each of the Properties each 'A' Member shall cease to have the right to vote at any general meeting of the Company and these Articles shall be read and construed as if the reference to paragraph (e) in Article 24 below did not apply. However, for the avoidance of doubt, each 'A' Member shall continue to have the right to receive notice of, attend and make representations at any general meeting of the Company

#### POLL VOTES

- 24 In regulation 30(2) of the model articles the following paragraph (e) shall be added
- (e) “an ‘A’ member”

#### WINDING-UP

- 25 If at any time a resolution of the Company shall be passed to wind up the Company, the liquidator shall lay out in the management, administration and maintenance of the estate of which the Properties form part all monies held by the Company.

#### EXPENSES OF THE COMPANY

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