



**FILE COPY**

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

Company Number **9606612**

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

**53 BLOMFIELD ROAD LIMITED**

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

Given at Companies House on **23rd May 2015**



**\*N09606612H\***



**Companies House**



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

57019 / 40  
**IN01**

## Application to register a company

A fee is payable with this form.  
Please see 'How to pay' on the last page

✓ **What this form is for**  
You may use this form to register a  
private or public company

✗ **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

For further information, please  
refer to our guidance at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### Part 1 Company details

**A1**

#### Company name

To check if a 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

53 BLOMFIELD ROAD LIMITED

For official use

9606612

#### → Filling in this form

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*



A15

\*A47EEZDN\*

14/05/2015

#84

COMPANIES HOUSE

THURSDAY

**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)

IN01

Application to register a company

A5

Situation of registered office ①

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

① 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 ②

Please give the registered office address of your company

Building name/number FIFTH FLOOR

Street 10 ST BRIDE STREET

Post town LONDON

County/Region

Postcode E C 4 A 4 A D

② 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 and 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 ③

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

③ 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 ④

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

☐

④ 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

Application to register a company

**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 ①**

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) ②	

**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 ③**

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

**③ 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 ④**

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

Signature	Signature  
-----------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

**④ 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 ①**

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

Name of corporate body/firm	GD SECRETARIAL SERVICES LIMITED							
Building name/number	FIFTH FLOOR							
Street	10 ST BRIDE STREET							
Post town	LONDON							
County/Region								
Postcode	E	C	4	A		4	A	D
Country	ENGLAND							

**① 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 ②**

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 ③	ENGLAND & WALES
Registration number	02471626

**② EEA**A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**③** 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 ④	
Registration number	

**④ 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 ⑤**I consent to act as secretary of the proposed company named in **Section A1**

Signature	Signature X <i>A. Gardner</i> A DIRECTOR For GD Secretarial Services Ltd. X
-----------	-----------------------------------------------------------------------------------

**⑤ Signature**

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

IN01

Application to register a company

## Director

D1

## Director appointments ①

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)	THOMAS DAVID
Surname	PROFUMO
Former name(s) ②	
Country/State of residence ③	UK
Nationality	BRITISH
Date of birth	d 0 d 6 m 0 m 6 y 1 y 9 y 8 y 6
Business occupation (if any) ④	FINANCIAL ADVISOR

## 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 ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

## 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 ⑥

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

Signature	Signature X <i>Ths Profumo</i> 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 appointments ①**

Please use this section to list all the director appointments taken on formation  
**For a corporate director, complete Sections E1-E5**

Title *	<del>Ms</del> Ms
Full forename(s)	ANGELA JEAN
Surname	ALLEN
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	<div>d1</div> <div>d2</div> <div>m0</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y2</div> <div>y9</div>
Business occupation (if any) ④	RETIRED

**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 ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>
Country	

**⑤ Service address**

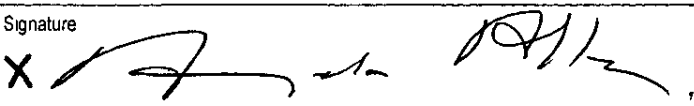
This is the address that will appear on the public record. This does not have to be your usual residential address.

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 ⑥**

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

Signature	Signature 
-----------	---------------------------------------------------------------------------------------------------

**⑥ Signature**

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

# IN01 - continuation page

Application to register a company

## Director

**D1****Director appointments ①**

Please use this section to list all the directors of the company  
For a corporate director, complete Sections E1-E5

Title *	Ms
Full forename(s)	CAROLINE SARAH
Surname	WILDI
Former name(s) ②	CARLTON. (MRS)
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	d <sup>2</sup> d <sup>9</sup> m <sup>1</sup> m <sup>2</sup> y <sup>1</sup> y <sup>9</sup> y <sup>6</sup> y <sup>0</sup>
Business occupation (if any) ④	ACTRESS

- 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.

**D2****Director's service address ⑤**


Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

- 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 ⑥**

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

Signature	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****E1****Corporate director appointments ①**

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

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Additional appointments**

If you wish to appoint more than one corporate director, please use the 'Corporate director 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

**E2****Location of the registry of the corporate body or firm**

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

→ Yes Complete **Section E3 only**→ No Complete **Section E4 only****E3****EEA companies ②**

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 ③

Registration number

**② EEA**

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

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

**E4****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 ④

If applicable, the registration number

**④ 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

**E5****Signature ⑤**I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature

X

X

**⑤ Signature**

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

IN01

Application to register a company

**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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£1 00	£0 00	4	£ 4 00
				£
				£
				£
<b>Totals</b>			4	£ 4 00

**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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

**F3****Totals**

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

Total number of shares	4
Total aggregate nominal value ④	£4 00

④ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately For  
example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② 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

Ordinary

Prescribed particulars

**1**

- 1 ONE ORDINARY SHARE IS EQUAL TO ONE VOTE /
- 2 ORDINARY SHARES ARE NON REDEEMABLE
- 3 ORDINARY SHARES DO NOT ENTITLE THE HOLDER TO PARTICIPATE IN THE PROFITS OF THE COMPANY BY WAY OF DISTRIBUTION OR DIVIDEND. THE INCOME AND PROPERTY OF THE COMPANY SHALL BE APPLIED SOLELY TOWARDS THE PROMOTION OF THE COMPANY'S OBJECTS
- 4 ON A WINDING UP OR DISSOLUTION, SHAREHOLDER FUNDS WILL BE GIVEN OR TRANSFERRED TO SOME OTHER INSTITUTION HAVING OBJECTS SIMILAR TO THE COMPANY

**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

# IN01

## Application to register a company

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 a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

## 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 Angela Jean Allen	Ordinary	2	GBP	1 00	0 00	2 00
Address Garden Flat, 53 Blomfield Road, London, W9 2PD						
Name Thomas David Profumo	Ordinary	1	GBP	1 00	0 00	1 00
Address Raised Ground Floor Flat, 53 Blomfield Road, London, W9 2PD						
Name Caroline Wildt	Ordinary	1	GBP	1.00	0 00	1 00
Address 2nd Floor Flat, 53 Blomfield Road, London, W9 2PD						
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**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**

# IN01

Application to register a company

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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

## Application to register a company

## Statement of compliance

→ **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)

→ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

### Statement of compliance delivered by the subscribers ①

>

CHFP025  
05/12 Version 5.0



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	

**H2**

**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	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 RMG/33326 4

Company name Goodman Derrick LLP

Address 10 St Bride Street

Post town London

County/Region

Postcode E C 4 A 4 A D

Country United Kingdom

DX 122 Chancery/London

Telephone +44 (0)207 404 0606

**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



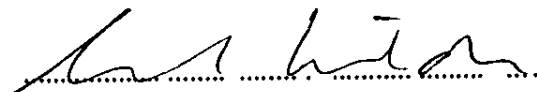
**Further information**

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

**MEMORANDUM OF ASSOCIATION**  
of  
**53 BLOMFIELD ROAD LIMITED**

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 and to take at least one share.

Name of each subscriber	Authentication by each subscriber
ANGELA JEAN ALLEN	
THOMAS DAVID PROFUMO	
CAROLINE SARAH WILDI	

Dated this 13<sup>th</sup> day of May 2015

DATED

2015

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**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION  
OF  
53 BLOMFIELD ROAD LIMITED**

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## **INDEX TO THE ARTICLES**

### **PART 1 INTERPRETATION AND LIMITATION OF LIABILITY**

- 1 Defined terms
- 2 Liability of members

### **PART 2 STATEMENT OF COMPANY'S OBJECTS**

- 3 Company's objects

### **PART 3 DIRECTORS**

#### **Director's Powers and Responsibilities**

- 4. Directors' general authority
- 5. Shareholders' reserve power
- 6 Directors may delegate
- 7 Committees

#### **Decision-Making by Directors**

- 8 Directors to take decisions collectively
- 9. Directors' written resolutions
- 10 Unanimous decisions
- 11 Calling a directors' meeting
- 12 Participation in directors' meetings
- 13. Quorum for directors' meetings
- 14 Chairing of directors' meetings
- 15 Casting vote
- 16 Conflicts of interest
- 17 Interests in proposed transactions or arrangements with the company
- 18 Records of decisions to be kept
- 19 Directors' discretion to make further rules

#### **Appointment of Directors**

- 20 Number of directors
- 21 Methods of appointing directors
- 22 Termination of director's appointment
- 23 Directors' remuneration
- 24 Directors' expenses

#### **Alternate Directors**

- 25 Appointment and removal of alternate directors
- 26 Rights and responsibilities of alternate directors
- 27 Termination of alternate directorship

### **PART 4 SHARES**

- 28 Membership of the company
- 29 All shares to be fully paid up
- 30 Further issue of shares

- 31. Powers to issue different classes of share
- 32. Company not bound by less than absolute interests
- 33. Share certificates
- 34. Replacement share certificates
- 35. Share transfers
- 36. Prohibited transfers
- 37. Transmission of shares
- 38. Exercise of transmitters' rights
- 39. Transmitters bound by prior notices

## **PART 5 DECISION-MAKING BY SHAREHOLDERS**

### **Organisation of General Meetings**

- 40. Convening general meetings
- 41. Notice of general meetings
- 42. Resolutions requiring special notice
- 43. Attendance and speaking at general meetings
- 44. Quorum for general meetings
- 45. Chairing general meetings
- 46. Attendance and speaking by directors and non-shareholders
- 47. Adjournment

### **Voting at General Meetings**

- 48. Voting: General
- 49. Errors and disputes
- 50. Poll votes
- 51. Content of proxy notices
- 52. Delivery of proxy notices
- 53. Representation of corporations at meetings
- 54. Amendments to resolutions

## **PART 6 ADMINISTRATIVE ARRANGEMENTS**

- 55. Means of communication to be used
- 56. Company seals
- 57. No right to inspect accounts and other records

### **Directors' Indemnity and Insurance**

- 58. Indemnity
- 59. Insurance

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**53 BLOMFIELD ROAD LIMITED**

**ADOPTED ON INCORPORATION**

**PART 1**  
**INTERPRETATION AND LIMITATION OF LIABILITY**

**1. Defined terms**

1.1 In these articles, unless the context requires otherwise:-

<b>"articles"</b>	means the company's articles of association,
<b>"bankruptcy"</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
<b>"Building"</b>	means the land and buildings described in article 3 1 of these articles;
<b>"chairman"</b>	has the meaning given in article 14,
<b>"chairman of the meeting"</b>	has the meaning given in article 45;
<b>"Clear Days"</b>	means (in relation to a period of notice), that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
<b>"Companies Acts"</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the company,
<b>"director"</b>	means a director of the company, and includes any person occupying the position of director, by whatever name called,
<b>"document"</b>	includes, unless otherwise specified, any document sent or supplied in electronic form,
<b>"electronic form"</b>	has the meaning given in section 1168 of the Companies Act 2006;
<b>"Flat"</b>	means any of the 4 leasehold flats referred to in article 28 1 which form part of the Building,
<b>"fully paid"</b>	in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;
<b>"hard copy form"</b>	has the meaning given in section 1168 of the Companies Act

	2006,
<b>“instrument”</b>	means a document in hard copy form,
<b>“lease”</b>	means the head lease of a Flat derived immediately out of the freehold interest in the Building and ‘leases’ shall be construed accordingly,
<b>“leaseholder”</b>	means the holder or joint holder of a lease of a Flat,
<b>“ordinary resolution”</b>	has the meaning given in section 282 of the Companies Act 2006,
<b>“paid”</b>	means paid or credited as paid,
<b>“participate”</b>	in relation to a directors’ meeting, has the meaning given in article 12,
<b>“proxy notice”</b>	has the meaning given in article 51,
<b>“shareholder”</b>	means the person whose name is entered in the register of members as the holder of a share or shares and only such persons as are referred to in article 28 2 shall be entitled to be a shareholder,
<b>“shares”</b>	means shares in the company and share shall be construed accordingly;
<b>“special resolution”</b>	has the meaning given in section 283 of the Companies Act 2006;
<b>“subsidiary”</b>	has the meaning given in section 1159 of the Companies Act 2006,
<b>“transmittee”</b>	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; and
<b>“writing”</b>	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

1 2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

## 2. Liability of members

2.1 The liability of the members is limited to the amount, if any, unpaid on the shares held by them

2 2 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever in the name of the Company, the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other institution (charitable or otherwise) having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income to its or their members, such institutions to be determined by the members of the Company at or before the time of dissolution



## PART 2

### STATEMENT OF COMPANY'S OBJECTS

#### 3. Company's objects

##### 3 1 The Company's objects are to:

- 3.1.1 acquire the freehold interest of certain land and buildings known as 53 Blomfield Road, London, W9 2PD (hereinafter referred to as the 'Building') and to hold, manage, maintain in good working order, administer, provide for and deal with the Building (but not including any liabilities attributable to any individual flat or dwelling sited within);
- 3.1.2 maintain and improve the amenities of the Building including the placing and maintaining of policies of insurance in respect of all parts of the Building against loss or damage by fire, flood, storm or tempest or special perils normally included in property owners liability policies and the placing and maintaining of policies of insurance against all third party claims and all such other policies of insurance as shall be considered desirable,
- 3 1 3 do all or any of the works or things following, that is to say, all works and things requisite, necessary, convenient or desirable for providing lighting and heating facilities for and supplying electricity, gas, water and all other services and amenities to the Building as are not provided by National, County or Local Authorities or any public or private utility, and
- 3 1 4 pay the rates and taxes and all other outgoings of whatsoever nature charged, assessed or payable on the Building or on any part thereof and for engaging workers and other employees to provide amenities and services for the Building and the leaseholders of any of the Flats therein.

##### 3 2 The Company has the power to do anything or take any action which is calculated to further the objects set out above or which is conducive or incidental to doing so.

##### 3 3 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Article 3 and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, provided that nothing herein shall prevent any payment in good faith by the Company:

- 3 3 1 of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company,
- 3 3 2 of any interest on money lent by any member of the Company or any director at a reasonable and proper rate,
- 3.3.3 of reasonable and proper rent for premises demised or let by any member of the Company or any director, and
- 3 3 4 to any director of out-of-pocket expenses.

## **PART 3**

### **DIRECTORS**

#### **Directors' Powers and Responsibilities**

##### **4. Directors' general authority**

Subject to these articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

##### **5. Shareholders' reserve power**

- 5.1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 5.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

##### **6. Directors may delegate**

- 6.1 Subject to these articles, the directors may delegate any of the powers which are conferred on them under these articles:
  - 6.1.1 to such person or committee;
  - 6.1.2 by such means (including by power of attorney),
  - 6.1.3 to such an extent,
  - 6.1.4 in relation to such matters or territories; and
  - 6.1.5 on such terms and conditions,as they think fit.
- 6.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- 6.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

##### **7. Committees**

- 7.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these articles which govern the taking of decisions by directors
- 7.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from these articles if they are not consistent with them.

#### **Decision-Making by Directors**

##### **8. Directors to take decisions collectively**

- 8.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting, as a directors' written resolution in accordance with article 9 below or otherwise as a unanimous decision taken in accordance with article 10 below.

8 2 If.

8 2 1 the company only has one director, and

8 2 2 no provision of these articles requires it to have more than one director,

the general rule does not apply and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of these articles relating to directors' decision-making

## **9. Directors' written resolutions**

9 1 Any director may propose a directors' written resolution by giving notice in writing of the proposed resolution to each of the other directors (including alternate directors).

9 2 If the company has appointed a company secretary, the company secretary must propose a directors' written resolution if a director so requests by giving notice in writing to each of the other directors (including alternate directors).

9 3 Notice of a proposed directors' written resolution must indicate:

9.3.1 The proposed resolution, and

9 3 2 The time by which it is proposed that the directors should adopt it.

9 4 A proposed directors' written resolution is adopted when a majority of the directors (or their alternates) have signed one or more copies of it, provided that those directors (or their alternates) would have formed a quorum at a directors' meeting were the resolution to have been proposed at such meeting

9 5 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles.

## **10. Unanimous decisions**

10 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing

10 3 Reference in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting

10 4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

## **11. Calling a directors' meeting**

11.1 Any director may call a directors' meeting by giving notice of the meeting to the directors (including any alternate directors) or by authorising the company secretary (if any) to give such notice

11 2 Notice of any directors' meeting must indicate

11 2.1 its proposed date and time,

11 2 2 where it is to take place, and

11 2 3 if it is anticipated that the directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during

the meeting

- 11.3 Subject to article 11.4, notice of a directors' meeting must be given to each director, but need not be in writing.
- 11.4 Notice of a directors' meeting need not be given to the directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

## **12. Participation in directors' meetings**

- 12.1 Subject to these articles, directors participate in a directors' meeting, or a part of a directors' meeting, when:
- 12.1.1 the meeting has been called and takes place in accordance with these articles, and
  - 12.1.2 they can each communicate to the others any information or opinions they have on any a particular item of the business of a meeting
- 12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 12.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **13. Quorum for directors' meetings**

- 13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 13.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but whenever there are two or more directors it must never be less than two, and unless otherwise fixed it is two
- 13.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 13.3.1 to appoint further directors; or
  - 13.3.2 to call a general meeting so as to enable the shareholders to appoint further directors.

## **14. Chairing of directors' meetings**

- 14.1 The directors may appoint a director to chair their meetings
- 14.2 The person so appointed for the time being is known as the chairman
- 14.3 The directors may terminate the chairman's appointment at any time.
- 14.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

## **15. Casting vote**

- 15.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting shall not have a casting vote

## **16. Conflicts of interest**

- 16 1 Subject to article 16 2, the directors may, in accordance with section 175(5)(a) of the Companies Act 2006, authorise any matter which would otherwise involve or may involve a director breaching his duty under section 175(1) of the Companies Act 2006 to avoid conflicts of interest (a "Conflict")
- 16 2 When a Conflict is considered by the directors, the director or directors seeking authorisation in relation to the Conflict
- 16 2 1 shall not count in the quorum or vote on a resolution authorising the Conflict, and
- 16 2.2 may, if the other directors so decide, be excluded from the board meeting while the Conflict is considered.

## **17. Interests in proposed or existing transactions or arrangements with the company**

- 17 1 Subject to disclosure in accordance with sections 177 and 182 of the Companies Act 2006, a director shall be entitled to count in the quorum and vote at a meeting of directors or of a committee of directors or in any decision making process howsoever held on any resolution concerning a proposed or existing transaction or arrangement in which he has a direct or indirect interest
- 17 2 Subject to the provisions of the Companies Act 2006, and provided that he has disclosed to the directors the nature and extent of any direct or indirect interest he has in a proposed or existing transaction or arrangement with the company, a director shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such transaction or arrangement and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

## **18. Records of decisions to be kept**

The directors must cause minutes of all proceedings at meetings of directors to be recorded in writing and kept for at least 10 years from the date of the decision recorded

## **19. Directors' discretion to make further rules**

Subject to these articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

## **Appointment of Directors**

## **20. Number of directors**

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not exceed the number of Flats and each shareholder shall have the right to nominate one person to hold office as a director of the Company in respect of each Flat that he owns In no circumstances shall the number of directors exceed 4.

## **21. Methods of appointing directors**

Other than a person appointed as a director solely for the purpose of registering the Company, no person shall be appointed or hold office as a director unless that person is a shareholder by virtue of being a leaseholder of a Flat In the case of joint shareholders or joint leaseholders, only one of the shareholders or leaseholders may be appointed as a director in respect of any one Flat

## **22. Termination of director's appointment**

22.1 A person ceases to be a director as soon as -

- 22.1.1 that person ceases to be a leaseholder of any of the Flats,
- 22.1.2 that person ceases to be a shareholder by virtue of not complying with the provisions of article 22.1.1 above;
- 22.1.3 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- 22.1.4 a bankruptcy order is made against that person;
- 22.1.5 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 22.1.6 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- 22.1.7 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 22.1.8 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,

## **23. Directors' remuneration**

Directors shall not be entitled to remuneration for their services to the Company as directors

## **24. Directors' expenses**

24.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- 24.1.1 meetings of directors or committees of directors,
- 24.1.2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

## **Alternate Directors**

## **25. Appointment and removal of alternate directors**

25.1 Any director (appointor) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to exercise that director's powers and carry out that director's responsibilities in relation to the taking of decisions by the directors in the absence of the alternate's appointor

25.2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors

25.3 The notice must

- 25.3.1 identify the proposed alternate, and

- 25.3 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

## **26. Rights and responsibilities of alternate directors**

- 26 1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor.
- 26 2 Except as the articles specify otherwise, alternate directors.
- 26 2 1 are deemed for all purposes to be directors,
- 26 2 2 are liable for their own acts and omissions;
- 26 2 3 are subject to the same restrictions as their appointors,
- 26 2 4 are not required to hold any shares,
- 26.2.5 are not deemed to be agents of or for their appointors,
- and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member
- 26 3 A person who is an alternate director but not a director:
- 26 3.1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating) and provided that no alternate may be counted as more than one director for these purposes;
- 26 3 2 may participate in a unanimous decision of the directors (but only if his appointor does not participate); and
- 26 3 3 may sign a written resolution (but only if it is not signed or to be signed by that person's appointor)
- 26 4 A director who is also an alternate director is entitled, in the absence of any of his appointors, to a separate vote on behalf of that appointor, in addition to his own vote on any decision of the directors but he shall count as only one for the purpose of determining whether a quorum is present
- 26.5 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company.

## **27. Termination of alternate directorship**

- 27 1 An alternate director's appointment as an alternate for any appointor terminates
- 27 1 1 when that appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
- 27 1.2 when notification is received by the Company from the alternate that the alternate is resigning as alternate for that appointor and such resignation has taken effect in accordance with its terms,
- 27 1 3 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to that appointor, would result in the termination of that appointor's appointment as a director,
- 27 1.4 on the death of that appointor, or

27.1 5 when the alternate's appointor's appointment as a director terminates

## **PART 4**

### **SHARES**

#### **28. Membership of the company**

- 28.1 The issued share capital of the company at incorporation is £4 00 divided into 4 ordinary shares of £1.00 each. Following incorporation, one ordinary share in the company shall be issued (or transferred, in respect of any subscriber shares) to each of the leaseholders for the time being of the Garden Flat, the Raised Ground Floor Flat, the First Floor Flat and the Top Floor Flat located in the Building and reference to 'Flats' or a 'Flat' shall be interpreted accordingly.
- 28.2 Other than a person subscribing for shares solely for the purpose of registering the company, no person shall be eligible to be a shareholder in the company unless he is also a leaseholder of a Flat.
- 28.3 If and as soon as a shareholder ceases to be a leaseholder of a Flat, he shall not be entitled to receive notice of or attend at, and shall have no voting rights at, general meetings of the company nor to receive or to have any voting rights in respect of any written resolutions of the company in respect of any shares held by that shareholder on and from the date when he ceased to be a leaseholder (which for the avoidance of doubt shall be the date on which the relevant Flat was sold).

#### **29. All shares to be fully paid**

- 29.1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for and at the time of its issue.
- 29.2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

#### **30. Further issue of shares**

- 30.1 Save as provided for by article 28.1 above, the company shall not without the unanimous consent of all shareholders of the company, increase the issued share capital of the company or consolidate or divide or sub-divide its existing share capital or cancel or redeem or purchase any of its own shares.
- 30.2 The directors of the company shall not exercise any power of the company under section 550 of the Companies Act 2006 unless they are authorised to do so by the unanimous consent of all shareholders of the company.

#### **31. Powers to issue different classes of share**

- 31.1 Subject to these articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
- 31.2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.



## **32. Company not bound by less than absolute interests**

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or these articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it

## **33. Share certificates**

33 1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.

33 2 Every certificate must specify

33 2 1 in respect of how many shares, of what class, it is issued,

33 2 2 the nominal value of those shares,

33 2 3 that the shares are fully paid; and

33 2 4 any distinguishing numbers assigned to them

33 3 No certificate may be issued in respect of shares of more than one class

33 4 If more than one person holds a share, only one certificate may be issued in respect of it

## **34. Replacement share certificates**

34 1 If a certificate issued in respect of a shareholder's shares is

34 1 1 damaged or defaced, or

34 1 2 said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares

34 2 A shareholder exercising the right to be issued with such a replacement certificate:

34.2.1 may at the same time exercise the right to be issued with a single certificate or separate certificates,

34 2 2 must return the certificate which is to be replaced to the company if it is damaged or defaced, and

34.2.3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

## **35. Share Transfers**

35 1 In these articles, a reference to the transfer of or transferring shares shall include any transfer, assignment, disposition or proposed or purported transfer, assignment or disposition.

35 1.1 of any shares of the company, or

35 1 2 of any interest of any kind in any shares of the company, or

35 1 3 of any right to receive or subscribe for any shares of the company

35 2 Shares shall only be transferred, and the directors shall not register the transfer of any shares or any interest in any shares unless it is transferred, upon or immediately before a change in the ownership of a Flat in respect of which such shares are held and to the person becoming or

about to become the leaseholder of such Flat and in any case is not prohibited under article 36 (Prohibited Transfers)

- 35 3 The price to be paid on the transfer of shares shall, in default of agreement between the transferor and the transferee, be the nominal value of such shares
- 35 4 If the directors refuse to register a transfer of shares they shall, as soon as practicable and in any event within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of, and the reasons for, the refusal. If registration is refused, the instrument of transfer must be returned to the transferee unless the directors suspect that the proposed transfer may be fraudulent
- 35 5 An obligation to transfer a share under these articles shall be deemed to be an obligation to transfer the entire legal and beneficial interest in such shares free from any lien, charge or other encumbrance
- 35.6 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor and delivered to the company accompanied by the relevant share certificate or certificates
- 35.7 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- 35 8 The company may retain any instrument of transfer which is registered.
- 35.9 The transferor remains the holder of any shares until the transferee's name is entered in the register of members as holder of them.
- 35.10 If a shareholder fails for any reason (including death) to transfer any shares when required pursuant to this article 35 the directors may authorise any director of the Company (who shall be deemed to be irrevocably appointed as the attorney of such shareholder for the purpose) to execute each necessary transfer of such shares to any person entitled to be a shareholder under these articles and nominated by the directors and deliver it on such shareholder's behalf. The company may receive the purchase money for such shares from the transferee and shall upon receipt (subject, if necessary, to the transfer being duly stamped) register the transferee as the shareholder of such shares. The company shall hold such purchase money in a separate bank account on trust for the transferor but shall not be bound to earn or pay interest on any money so held. The company's receipt for such purchase money shall be a good discharge to the transferee who shall not be bound to see to the application of it, and after the name of the transferee has been entered in the register of members in purported exercise of the power conferred by this article 35 10, the validity of the proceedings shall not be questioned by any person.

### **36. Prohibited Transfers**

Notwithstanding any other provision of these articles, no transfer of any share shall be registered if it is to any minor, undischarged bankrupt, trustee in bankruptcy or person of unsound mind

### **37. Transmission of shares**

- 37 1 If title to a share passes to a transmittee, the company may recognise only the transmittee as having any title to that share.
- 37 2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require:
- 37 2.1 may, subject to these articles, choose either to become the holder of those shares or to have them transferred to another person, and

37.2 2 subject to these articles, and pending any transfer of the shares to another person, has the same rights as the holder had

37 3 But transmittes do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares

37 4 Nothing in these articles releases the estate of a deceased shareholder from any liability in respect of any shares solely or jointly held by that deceased shareholder

#### **38. Exercise of transmittes' rights**

38.1 Transmittes who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.

38 2 If the transmittes wishes to have a share transferred to another person, the transmittes must execute an instrument of transfer in respect of it.

38 3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittes has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

#### **39. Transmittes bound by prior notices**

If a notice is given to a shareholder in respect of shares and a transmittes is entitled to those shares, the transmittes is bound by the notice if it was given to the shareholder before the transmittes's name has been entered in the register of members.

### **PART 5**

#### **DECISION-MAKING BY SHAREHOLDERS**

##### **Organisation of General Meetings**

#### **40. Convening general meetings**

The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with the Companies Act 2006.

#### **41. Notice of general meetings**

41.1 General meetings (other than an adjourned meeting) shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the shareholders having a right to attend and vote, being a majority together holding not less than ninety per cent (90%) in nominal value of the shares at the meeting, giving that right.

41.2 The notice shall specify the time, date and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it.

41.3 Subject to the provisions of these articles and to any restrictions imposed on any shares, the notice shall be given to all shareholders to all persons entitled to a share in consequence of the death or bankruptcy of a member (if they have become a shareholder pursuant to article 37.2) and to the directors, alternate directors and the auditors for the time being of the company

- 41.4 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

## **42. Resolutions requiring special notice**

- 42.1 If the Companies Act 2006 requires special notice to be given of a resolution, then the resolution will not be effective unless notice of the intention to propose it has been given to the Company at least twenty-eight Clear Days' before the general meeting at which it is to be proposed
- 42.2 Where practicable, the company must give the shareholders notice of the resolution in the same manner and at the same time as it gives notice of the general meeting at which it is to be proposed. Where that is not practicable, the company must give the shareholders at least fourteen Clear Days' before the relevant general meeting by advertisement in a newspaper with an appropriate circulation.
- 42.3 If, after notice to propose such a resolution has been given to the company, a meeting is called for a date twenty-eight days or less after the notice has been given, the notice shall be deemed to have been properly given, even though it was not given within the time required by article 42 1.

## **43. Attendance and speaking at general meetings**

- 43.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 43.2 A person is able to exercise the right to vote at a general meeting when.
- 43 2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 43 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 43.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 43.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 43 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

## **44. Quorum for general meetings**

- 44 1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum
- 44 2 Subject to section 318(2) of the Companies Act 2006, two qualifying persons (as defined in section 318(3) of the Companies Act 2006) entitled to vote upon the business to be transacted shall be a quorum

#### **45. Chairing general meetings**

- 45 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 45 2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- 45 2 1 the directors present, or
- 45.2 2 (if no directors are present) the meeting,
- must appoint a director or a shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 45 3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”

#### **46. Attendance and speaking by directors and non-shareholders**

- 46 1 Directors may attend and speak at general meetings, whether or not they are shareholders
- 46 2 The chairman of the meeting may permit other persons who are not
- 46 2 1 shareholders of the company; or
- 46 2 2 otherwise entitled to exercise the rights of shareholders in relation to general meetings,
- to attend and speak at a general meeting.

#### **47. Adjournment**

- 47 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
- 47 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if
- 47 2 1 the meeting consents to an adjournment, or
- 47.2 2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 47 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 47 4 When adjourning a general meeting, the chairman of the meeting must
- 47 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- 47 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 47 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 Clear Days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given).
- 47.5 1 to the same persons to whom notice of the company's general meetings is required to be given; and
- 47 5 2 containing the same information which such notice is required to contain

- 47.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

### **Voting At General Meetings**

#### **48. Voting: general**

- 48.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles. Subject to any rights or restrictions attaching to shares, on a show of hands, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a shareholder, in which case he shall have more than one vote, shall have one vote.
- 48.2 In the case of joint shareholders the vote of the senior shareholder who tenders a vote shall be accepted to the exclusion of the votes of the other joint shareholders and seniority shall be determined by the order in which the names of the shareholders appear in the register of members

#### **49. Errors and disputes**

- 49.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 49.2 Any such objection must be referred to the chairman of the meeting, whose decision is final

#### **50. Poll votes**

- 50.1 On a poll every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote. On a poll, a shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way
- 50.2 A poll on a resolution may be demanded
- 50.2.1 in advance of the general meeting where it is to be put to the vote, or
- 50.2.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 50.3 A poll may be demanded by
- 50.3.1 the chairman of the meeting,
- 50.3.2 the directors,
- 50.3.3 two or more persons having the right to vote on the resolution; or
- 50.3.4 a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
- 50.4 A demand for a poll may be withdrawn if:
- 50.4.1 the poll has not yet been taken, and
- 50.4.2 the chairman of the meeting consents to the withdrawal
- 50.5 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

## **51. Content of proxy notices**

- 51 1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which
  - 51 1.1 states the name and address of the shareholder appointing the proxy;
  - 51.1 2 identifies the person appointed to be that shareholder’s proxy and the general meeting in relation to which that person is appointed,
  - 51.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 51.1 4 is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting to which they relate
- 51 2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 51 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 51 4 Unless a proxy notice indicates otherwise, it must be treated as.
  - 51 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 51 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

## **52. Delivery of proxy notices**

- 52 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 52.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 52 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 52 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf

## **53. Representation of corporations at meetings**

Subject to the Companies Acts, a company which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative or representatives at a meeting of the Company (“**corporate representative**”) A director, secretary or other person authorised for the purpose by the directors may require a corporate representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers

## **54. Amendments to resolutions**

- 54 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
  - 54.1.1 notice of the proposed amendment is given to the company in writing by a person

entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

- 54.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting materially alter the scope of the resolution.
- 54.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - 54.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 54.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 54.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## PART 6

### ADMINISTRATIVE ARRANGEMENTS

#### 55. Means of communication to be used

- 55.1 Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company
- 55.2 Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 55.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

#### 56. Company seals

- 56.1 Any common seal may only be used by the authority of the directors.
- 56.2 The directors may decide by what means and in what form any common seal is to be used
- 56.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 56.4 For the purposes of this article, an authorised person is
  - 56.4.1 any director of the company,
  - 56.4.2 the company secretary (if any); or
  - 56.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied



## **57. No right to inspect accounts and other records**

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder

## **Directors' Indemnity and Insurance**

### **58. Indemnity**

58 1 Subject to article 58.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

58 1 1 each relevant officer shall be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the company's (or any associated company's) affairs; and

58 1.2 the company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 58.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expense

58.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

58.3 In this article and in article 59

58 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

58.3 2 a "relevant officer" means any director or other officer or former director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act) but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer) to the extent he acts in his capacity as auditor)

### **59. Insurance**

59.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.

59 2 In this article.

59 2 1 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

59 2 2 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

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Names and addresses of Subscribers

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1 ANGELA JEAN ALLEN

SIGNED



2. THOMAS DAVID PROFUMO

SIGNED



3 CAROLINE SARAH WILDI

SIGNED



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Dated this 13<sup>th</sup> day of May 2015

Witness to the above Signatures:-

SIGNED

REBECCA GARDNER  
5<sup>th</sup> FLOOR, 10 ST BRIDE STREET  
LONDON, EC4A 4AD  
SOLICITOR

