



**FILE COPY**

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

Company No NI606074

The Registrar of Companies for Northern Ireland hereby certifies that

**138 JORDANSTOWN ROAD APARTMENT  
MANAGEMENT COMPANY (NO 2) 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 Northern Ireland

Given at Companies House on **8th February 2011**



**\*NNI606074F\***



Companies House  
— GOVERNMENT —

# 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  
this please use form LL IN

MONDAY



JWTXERGQ

JNI 07/02/2011 107

COMPANIES HOUSE

JNI 28/01/2011 131

COMPANIES HOUSE

### Part 1 Company details

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.  
  
All fields are mandatory unless  
specified or indicated by

#### A1 Company details

Please show the proposed company name below

Proposed company  
name in full ①  
138 Jordantown Road Apartment Management Company (No 2)  
Limited

For official use

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 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 guidance available  
on our website  
[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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## 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 Eastleigh House

Street 396 Upper Newtownards Road

Post town Belfast

County/Region Northern Ireland

Postcode B T 4 3 E Y

**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)

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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 ①**

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

|                  |           |
|------------------|-----------|
| Title            | Mr        |
| Full forename(s) | George    |
| Surname          | Patterson |
| 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 | 75A              |
| Street               | Belfast Road     |
| Post town            | Carrickfergus    |
| County/Region        | County Antrim    |
| Postcode             | B T 3 8 8 B Y    |
| Country              | Northern Ireland |


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<br>X  X |
|-----------|--|

④ **Signature**  
The person named above consents to act as secretary of the proposed company.

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Application to register a company

**Corporate secretary**

|  |   |  |  |
|--|---|--|--|
| <b>C1</b>  | <b>Corporate secretary appointments ①</b>   |  | <b>① Additional appointments</b><br>If you wish to appoint more than one corporate secretary please use the Corporate secretary appointments continuation page<br><br><b>Registered or principal address</b><br>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. |
|  | 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   | <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>   |  |  |
| Country  |   |  |  |
| <b>C2</b>  | <b>Location of the registry of the corporate body or firm</b>   |  |  |
|  | Is the corporate secretary registered within the European Economic Area (EEA)?<br>→ Yes Complete <b>Section C3 only</b><br>→ No Complete <b>Section C4 only</b>   |  |  |
| <b>C3</b>  | <b>EEA companies ②</b>  |  | <b>② EEA</b><br>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><br><br><b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)  |
|  | 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                                  |   |  |  |
| <b>C4</b>  | <b>Non EEA companies</b>  |  | <b>④ Non EEA</b><br>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.   |
|  | 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                                  |   |  |  |
| <b>C5</b>  | <b>Signature ⑤</b>  |  | <b>⑤ Signature</b><br>The person named above consents to act as corporate secretary of the proposed company.   |
| Signature  | I consent to act as secretary of the proposed company named in <b>Section A1</b><br>Signature <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>   |  |  |

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**Director**

|                                |  |  |
|--------------------------------|--|--|
| <b>D1</b>                      | <b>Director appointments ①</b>   |  |
|                                | Please use this section to list all the director appointments taken on formation<br>For a corporate director complete Sections E1 E5 |  |
| Title                          | Mr   |  |
| Full forename(s)               | George   |  |
| Surname                        | Patterson  |  |
| Former name(s) ②               |  |  |
| Country/State of residence ③   | Northern Ireland   |  |
| Nationality                    | British  |  |
| Date of birth                  | <div>d1</div> <div>d7</div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y3</div> <div>y9</div>                      |  |
| Business occupation (if any) ④ | Company 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 ⑤</b>  |  |
|                      | Please complete the service address below. You must also fill in the director's usual residential address in Section D4. |  |
| Building name/number | 75A  |  |
| Street               | Belfast Road   |  |
| Post town            | Carrickfergus  |  |
| County/Region        | County Antrim  |  |
| Postcode             | <div>B</div> <div>T</div> <div>3</div> <div>8</div> <div></div> <div>8</div> <div>B</div> <div>Y</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.

|           |   |  |
|-----------|---|--|
| <b>D3</b> | <b>Signature ⑥</b>  |  |
|           | I consent to act as director of the proposed company named in Section A1  |  |
| Signature | <div>Sig nati</div> <div>X</div> <div>George Patterson</div> <div>X</div> |  |

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

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Application to register a company

**Director**

|                                |  |  |
|--------------------------------|--|--|
| <b>D1</b>                      | <b>Director appointments ①</b>   |  |
|                                | Please use this section to list all the director appointments taken on formation<br>For a corporate director complete Sections E1 E5 |  |
| Title                          | Mrs  |  |
| Full forename(s)               | Rachel   |  |
| Surname                        | Patterson Wilson   |  |
| Former name(s) ②               |  |  |
| Country/State of residence ③   | Northern Ireland   |  |
| Nationality                    | British  |  |
| Date of birth                  | <div>d</div> 1 <div>d</div> 6 <div>m</div> 0 <div>m</div> 9 <div>y</div> 1 <div>y</div> 9 <div>y</div> 7 <div>y</div> 2              |  |
| Business occupation (if any) ④ | Company 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 ⑤</b>  |  |
|                      | Please complete the service address below. You must also fill in the director's usual residential address in Section D4. |  |
| Building name/number | 75A  |  |
| Street               | Belfast Road   |  |
| Post town            | Carrickfergus  |  |
| County/Region        | County Antrim  |  |
| Postcode             | <div>B</div> <div>T</div> <div>3</div> <div>8</div> <div></div> <div>8</div> <div>B</div> <div>Y</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.



|           |   |  |
|-----------|---|--|
| <b>D3</b> | <b>Signature ⑥</b>  |  |
|           | I consent to act as director of the proposed company named in Section A1. |  |
| Signature | <div>Sign to</div> <div>X</div> <div>George Patterson</div> <div>X</div>  |  |

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

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## Application to register a company

### Corporate director

|  |   |  |
|--|---|--|
| <b>E1</b>  | <b>Corporate director appointments ①</b>  |  |
|  | 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   | <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>   |  |
| Country  |   |  |
|  | <b>① Additional appointments</b><br>If you wish to appoint more than one corporate director please use the Corporate director appointments continuation page<br><br><b>Registered or principal address</b><br>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 |  |
| <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)?<br>→ Yes Complete <b>Section E3</b> only<br>→ No Complete <b>Section E4</b> only  |  |
| <b>E3</b>  | <b>EEA companies ②</b>  |  |
|  | 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                                  |   |  |
|  | <b>② EEA</b><br>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><br><br><b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)   |  |
| <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   |  |
| Legal form of the corporate body or firm             |   |  |
| Governing law  |   |  |
| If applicable where the company/firm is registered ④ |   |  |
| If applicable the registration number                |   |  |
|  | <b>④ Non EEA</b><br>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   |  |
| <b>E5</b>  | <b>Signature ⑤</b>  |  |
|  | I consent to act as director of the proposed company named in Section A1  |  |
| Signature  | Sign tu<br>   |  |
|  | <b>⑤ Signature</b><br>The person named above consents to act as corporate director of the proposed company  |  |



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

**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<br>(E g Ordinary/Preference etc ) | Amount paid up on<br>each share ❶ | Amount (if any) unpaid<br>on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
|   |                                   |   |                    |                           |
|   |                                   |   |                    |                           |
| <b>Totals</b>                                     |                                   |   |                    |                           |

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

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 premium❷ Number of shares issued multiplied by  
nominal value of each share**Continuation Pages**Please use a Statement of Capital continuation  
page if necessary

❷ Total number of issued shares in this class

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**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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|                             |  |  |
|-----------------------------|--|--|
| Class of share              |  |  |
| Prescribed particulars<br>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> |

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**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              |                |                  |          |                             |                        |             |
|                      |                |                  |          |                             |                        |             |

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**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       | George                            |
| Surname 1           | Patterson                         |
| Address 2           | 75A Belfast Road<br>Carrickfergus |
| Postcode            | B T 3 8 8 B Y                     |
| Amount guaranteed 3 | £1 00                             |

**Subscriber's details**

|                     |                                   |
|---------------------|-----------------------------------|
| Forename(s) 1       | Rachel                            |
| Surname 1           | Patterson Wilson                  |
| Address 2           | 75A Belfast Road<br>Carrickfergus |
| Postcode            | B T 3 8 8 B Y                     |
| Amount guaranteed 3 | £1 00                             |

**Subscriber's details**

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

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| Subscriber s details |  |
|----------------------|--|
| Forename(s) ❶        |  |
| Surname ❶            |  |
| Address ❷            |  |
| Postcode             |  |
| Amount guaranteed ❸  |  |

| Subscriber s details |  |
|----------------------|--|
| Forename(s) ❶        |  |
| Surname ❶            |  |
| Address ❷            |  |
| Postcode             |  |
| Amount guaranteed ❸  |  |

| Subscriber s details |  |
|----------------------|--|
| Forename(s) ❶        |  |
| Surname ❶            |  |
| Address ❷            |  |
| Postcode             |  |
| Amount guaranteed ❸  |  |

| Subscriber s details |  |
|----------------------|--|
| Forename(s) ❶        |  |
| Surname ❶            |  |
| Address ❷            |  |
| Postcode             |  |
| Amount guaranteed ❸  |  |

| Subscriber s details |  |
|----------------------|--|
| Forename(s) ❶        |  |
| Surname ❶            |  |
| Address ❷            |  |
| Postcode             |  |
| Amount guaranteed ❸  |  |

### ❶ Name

Please use capital letters

### ❷ Address

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

### ❸ 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<sup>①</sup>**

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

*R Patterson Wilson*

Subscriber's signature

Signature

X

X

*George Patterson*

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

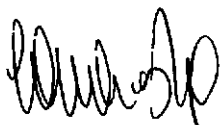
Application to register a company

|                        |                |   |   |
|------------------------|----------------|---|---|
| Subscriber's signature | Signature<br>X | X | Continuation pages<br>Please use a Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign |
| Subscriber's signature | Signature<br>X | X |   |
| Subscriber's signature | Signature<br>X | X |   |
| Subscriber's signature | Signature<br>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   | MILLAR MCCALL WYLIE  |
| Building name/number   | CASTLEIGH HOUSE  |
| Street   | 396 UPPER NEWTONARDS ROAD<br>BELFAST   |
| Post town  |  |
| County/Region  |  |
| Postcode   | BT43EY   |
| Country  |  |
| I confirm that the requirements of the Companies Act 2006 as to registration have been complied with |  |
| Agent's signature  | Signature<br>X<br><br>CONOR WYLIE<br>SOLICITOR<br>BELFAST |



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 **Conor Wylie**

Company name **Millar McCall Wylie LLP**

Address **Eastleigh House**

**396 Upper Newtownards Road**

Post town **Belfast**

County/Region **County Down**

Post code 

|   |   |   |   |   |   |
|---|---|---|---|---|---|
| B | T | 4 | 3 | E | Y |
|---|---|---|---|---|---|

Country **Northern Ireland**

DX **DX 2156 NR BALLYHACKAMORE**

Tel. phone **02890 200050**

**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 of £20 is payable to Companies House to register a company

Make cheques or postal orders payable to Companies House

**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)**

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**Memorandum of association of 138 Jordanstown Road Apartment Management Company (No 2) Limited 'COMPANY NOT HAVING CAPITAL SHARE'**

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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**

---

Mr George Patterson

  
Signed

Mrs Rachel Patterson Wilson

  
Signed

DATED this 26 day of Jan 2011

**COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**of**

**138 JORDANSTOWN ROAD APARTMENT MANAGEMENT COMPANY (NO 2) LIMITED**

**Millar McCall Wylie**  
S O C I E T I E S

**COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**138 JORDANSTOWN ROAD APARTMENT MANAGEMENT COMPANY (NO 2) LIMITED**

**1 Interpretation**

**1 1** In these Articles the following words have the following meanings

|                      |   |
|----------------------|---|
| <b>British Isles</b> | means Great Britain Northern Ireland and the Republic of Ireland  |
| <b>the Company</b>   | means the above named Company   |
| <b>the Council</b>   | means the Council of Management for the time being of the Company   |
| <b>in writing</b>    | means written printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form   |
| <b>month</b>         | means a calendar month  |
| <b>the Act</b>       | means the Companies Act 2006 and any statutory modification or re enactment for the time being in force thereof   |
| <b>the Office</b>    | means the registered office of the Company  |
| <b>Owner</b>         | means<br><br>(a) a person in whom is vested a lease for a term granted originally for not less than 8000 years of an apartment erected on the Property and<br>(b) a freehold owner of a house erected on the Property |
| <b>the Property'</b> | means 138 Jordanstown Road Newtownabbey and   |

**the Seal** means the common seal of the Company

- 1 2 In these Articles words importing the singular include the plural and vice versa
- 1 3 In these Articles words importing the masculine gender only shall include the feminine gender and vice versa
- 1 4 In these Articles references to persons include reference to corporations
- 1 5 Unless otherwise defined any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meanings in these Articles

## **2 Liability of Members**

- 2 1 The liability of each member is limited to £1 being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member for –
- (a) payment of the Company's debts and liabilities contracted before he ceased to be a member
  - (b) payment of the costs charges and expenses of winding up and
  - (c) adjustment of the rights of the contributories among themselves

## **3 Objects**

- 3 1 The objects for which the Company is established are
- (a) To acquire the amenity lands common areas and apartment block(s) at the Property subject to but with the benefit of any apartment leases
  - (b) To collect the service income of the Property and to apply the same in the proper and convenient management thereof including (but without prejudice to the generality of the foregoing) the matters referred to in paragraph (c)
  - (c) To keep in repair renew rebuild decorate maintain and procure the repair renewal rebuilding decoration and maintenance of the buildings erected on the property including the main structure roof foundations interior exterior the common parts the common gas and water pipes drains and electric cables and wires and the grounds unadopted roads and footpaths parking areas forecourts walls fences accessways public ways hedges and generally the whole of the Property including all buildings comprising aforesaid including the cleaning and lighting of the common parts the cleaning of the windows the repair renewal replacement and maintenance of fixtures and fittings the placing and maintaining of policies of insurance in respect of the premises against loss or damage by all risks covered by a normal comprehensive policy of insurance and the placing and maintaining of policies of insurance against all third party claims normally included

under property owner's liability policies the payment of rates outgoings and other charges and assessments which may become payable in respect of the Property

- (d) To make rules and regulations for the observance of members of the Company for the use and control of the Property
- (e) To borrow and raise money for the purpose of the Company on such terms and on such security as may be thought fit
- (f) To do all such other things as are incidental or conducive to the attainment of the above objects or are calculated to enhance the value and beneficial advantage of the Property and the houses and apartments comprised in the buildings thereon

3 2 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and no member shall have any personal claim on any property of the Company 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 the payment in good faith by the Company of

- (a) reasonable and proper remuneration for services rendered to the Company by any member officer or servant of the Company
- (b) reasonable out of pocket expenses to any member

#### 4 **Membership**

4 1 Subject to paragraph 4 8 no person shall be admitted to membership of the Company other than

- (a) the subscribers to the Memorandum of Association
- (b) the persons in whom from time to time are vested leases for terms granted originally for not less than 8000 years of apartments erected on the Property and
- (c) those persons (if any) who are freehold owners of houses erected on the property

This is an entrenched provision pursuant to section 22 of the Act to the effect that it may be amended or repealed only in accordance with section 22 of the Act

4 2 The number of members with which the Company proposes to be registered is not more than 20 but the Council may from time to time register an increase of members

4 3 The provisions of section 113 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member

- 4 4 Subject to paragraph 4 8 the subscribers to the Memorandum of Association and all Owners who apply in writing for membership shall be members of the Company Where two or more persons are the tenants of one apartment they shall together constitute one member and the person whose name first appears on the register of members shall exercise the voting and other powers vested in such member
- 4 5 Until such time as all of the subscribers to the Memorandum of Association shall cease to be members of the Council the members shall not be entitled to receive notice of any General Meeting of the Company nor shall they be entitled to attend or vote at any such meeting The subscribers to the Memorandum of Association shall cease to be members as soon as the Owners of all of the houses and apartments erected on the Property shall have been registered as members
- 4 6 A member shall cease to be such on ceasing to be an Owner and on the registration as a member of his successor in title
- 4 7 Except as provided in this Article 4 6 no member shall cease to be a member of the Company
- 4 8 The trustee in bankruptcy of any bankrupt member or personal representative of any deceased member shall be entitled to become a member if at the time of his application for membership such bankrupt member or deceased member was an Owner

5 **General Meetings**

- 5 1 The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General meeting and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
- 5 2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 5 3 The Council may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by sections 302 306 of the Act
- 5 4 Twenty one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company but with the consent of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of

meetings other than Annual General Meetings a meeting may be convened by such notice as those members may think fit

- 5 5 The accidental omission to give notice of a meeting to or the non receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any meeting

## **6 Proceedings at General Meetings**

- 6 1 All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors the election of members of the Council in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors
- 6 2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business Save as herein otherwise provided five personally present shall be a quorum provided always that while any of the subscribers continue to be members two members being subscribers shall constitute a quorum
- 6 3 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Council may determine and if at such adjourned meeting a quorum is not present within half an hour from time appointed for holding the meeting the members present shall be a quorum
- 6 4 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting but if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the members present shall choose some member of the Council or if no such member be present or if all the members of the Council present decline to take the chair they shall choose some member of the Company who shall be present to preside
- 6 5 The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place Whenever a meeting is adjourned for thirty days or more a notice of the adjourned meeting shall be given in the same manner as of an original meeting Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting
- 6 6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon the declaration of the result of the show of hands demanded by the Chairman or by a member or members present in person or by



proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution had been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- 6 7 Subject to the provisions of Article 6 6 if a poll is demanded in the manner referred to it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6 8 No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
- 6 9 In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
- 6 10 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **7 Vote of members**

- 7 1 Subject as hereinbefore provided every member shall have one vote.
- 7 2 Save as herein expressly provided no member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership or in respect of his service charge obligations to the Company shall be entitled to vote on any question either personally or by proxy or as a proxy for another member at any General Meeting.
- 7 3 Votes may be given on a poll either personally or by proxy save as hereinafter provided on a show of hands a member present only by proxy shall have no vote but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 323 of the Act. A proxy need not be a member. A proxy who is also a mortgagee or chargee of a member's leasehold or freehold interest in a house or apartment comprised in the Property or a representative of such mortgagee or chargee shall be a special proxy and shall have the right to speak at meetings of the Company and to vote upon a show of hands.
- 7 4 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal or under the hand of some officer duly authorised in that behalf.
- 7 5 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty eight hours before the time appointed for holding the meeting.

or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution

- 7 6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

## **8 Council of Management**

- 8 1 The number of the members of the Council shall be determined by the subscribers to the Memorandum of Association and after the subscribers have ceased to be members shall be determined by the members of the Council or by the Company in General Meeting
- 8 2 The first members of the Council shall be the subscribers to the Memorandum of Association
- 8 3 The Council may from time to time and at any time appoint any member of the Company as a member of the Council either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded Any member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re election
- 8 4 No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Council

## **9 Powers of the Council**

- 9 1 Subject to Article 9 3 below the business of the Company shall be managed by the Council who may pay all such expenses of and preliminary and incidental to the promotion formation establishment and registration of the Company as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting subject nevertheless to these Articles and to the provisions of the statutes for the time being in force and affecting the Company and to such regulations being not inconsistent with the Articles or those statutory provisions as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made
- 9 2 The members for the time being of the Council may act notwithstanding any vacancy in their body provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with

these Articles it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Company filling up vacancies in their body or of summoning a General Meeting but not for any other purpose

- 9 3 Notwithstanding the general powers of the Council as set out in Article 9 1 above the members of the Council shall not be empowered to authorise expenditure of any funds for the purposes of capital improvement of the Property or any part thereof (other than periodic routine repairs and/or maintenance) without the approval of a Special Resolution of the Company in General Meeting

10 **Secretary**

The Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them The provisions of Part 12 of the Companies Act 2006 shall apply and be observed The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

11 **The seal**

The seal of the Company (if it has one) shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of one member of the Council or while the subscribers remain members of the Council in the presence of one subscriber and of the Secretary and the said member and secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

12 **Disqualification of Members of the Council**

- 12 1 The office of a member of the Council shall be vacated

- (a) if a bankruptcy order is made against him or he makes any arrangement or composition with his creditors
- (b) if he becomes of unsound mind
- (c) if he ceases to be a member of the Company
- (d) if by notice in writing to the Company he resigns his office
- (e) if he ceases to hold office by reason of any order made under the Act or
- (f) if he is removed from office by a resolution duly passed pursuant to section 168 of the Act

13     **Rotation of members of the Council**

- 13 1     At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year one third of the members of the Council for the time being or if their number is not a multiple of three then the number nearest to one third shall retire from office
- 13 2     The members of the Council to retire shall be those who have been longest in office since their last election or appointment As between members of equal seniority the members to retire shall in the absence of agreement be selected from among them by lot The length of time a member has been in office shall be computed from his last election or appointment A retiring member of the Council shall be eligible for re election
- 13 3     The Company may at the meeting at which a member of the Council retires in manner aforesaid fill up the vacated office by electing a person thereto and in default the retiring member shall if offering himself for re election be deemed to have been re elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost
- 13 4     No person not being a member of the Council retiring at the meeting shall unless recommended by the Council for election be eligible for election to membership of the Council at any General Meeting unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting there shall be not less than four nor more than twenty eight intervening days
- 13 5     Without prejudice to the provisions of Article 8 hereof the Company may from time to time in General Meeting increase or reduce the number of members of the Council and determine in which rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase
- 13 6     In addition and without prejudice to the provisions of section 168 of the Act the Company may by Special Resolution remove any member of the Council before the expiration of his period of office and may by an Ordinary Resolution appoint another qualified member in his place but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

14     **Proceedings of the Council**

- 14 1     The Council may meet together for the dispatch of business adjourn and otherwise regulate their meeting as they think fit and determine the quorum necessary for the transaction of business Unless otherwise determined two shall be a quorum Questions arising at any

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

- 14.2 A member of the Council may and on the request of a member of the Council the Secretary shall at any time summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the British Isles shall not be entitled to notice of a meeting
- 14.3 The members of the Council may appoint one of their number to be the Chairman for the time being of the Company who shall be entitled to preside at all meetings of the Council at which he shall be present. The members of the Council may also determine for what period he is to hold office but if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside the members of the Council present shall choose one of their number to be Chairman of the meeting
- 14.4 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Company for the time being invested in the Council generally
- 14.5 The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council
- 14.6 All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as member of the Council shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council
- 14.7 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Company and of the Council and of committees of the Council and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated
- 14.8 A resolution in writing signed by all the members for the time being of the Council (or of any committee of the Council) who are entitled to receive notice of a meeting of the Council (or of such committee) shall be as valid and effectual as if it had been passed at the meeting of the Council (or of such committee) duly convened and constituted

15 **Accounts**


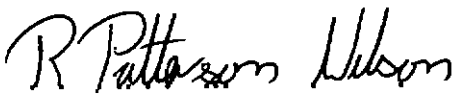
- 15 1 The Council shall cause proper books of accounts to be kept with respect to
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place
  - (b) all sales and purchases of goods by the Company and
  - (c) the assets and liabilities of the Company

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

- 15 2 The books of account shall be kept at the Office or subject to sections 388 and 389 of the Act at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council
- 15 3 The books of account shall be open to the inspection of any members of the Company on reasonable notice
- 15 4 At any Annual General Meeting in every year the Council shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before each meeting together with a proper balance sheet made up as at the same date Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such account balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served The Auditors report shall be open to inspection before the meeting

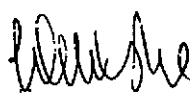
16 **Audit**

- 16 1 Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure accounts and balance sheet ascertained by one or more properly qualified Auditor or Auditors
- 16 2 Auditors shall be appointed and their duties regulated in accordance with the Act the members of the Council being treated as directors

| Name of subscribers  |  |
|--|--|
| Mr George Patterson<br>75A Belfast Road<br>Carrickfergus<br>BT38 8BY         | <br>Signed   |
| Mrs Rachel Patterson Wilson<br>75A Belfast Road<br>Carrickfergus<br>BT38 8BY | <br>Signed |

DATED this 26<sup>th</sup> day of January 2011

WITNESS to the above signatures

  
 SIGNED

NAME **CONOR WYLIE**  
 SOLICITOR  
 ADDRESS BELFAST

ADDRESS

OCCUPATION

**MILLAR McCALL WYLIE**  
 SOLICITORS  
 EASTLEIGH HOUSE  
 396 UPPER NEWTOWNARDS ROAD  
 BELFAST BT4 3EY  
 Telephone 028 9020 0050