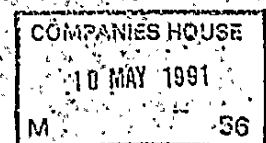
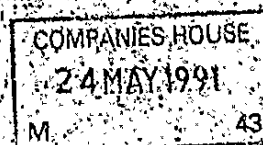


719276
THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum
AND
Articles of Association
OF
Celia Court Management Co.
Limited.

Incorporated the 6th day of February 1963



C. SIMONS & CO.,
240 High Holborn,
London, W.C.1.

No. 749276



Certificate of Incorporation

I Herby Certify, That CELIA COURT MANAGEMENT CO.
LIMITED is this day Incorporated under the Companies
Act 1948 and that the Company is Limited.

Given under my hand at London this Sixth day of
February One Thousand Nine Hundred and Sixty Three.

L. S. WHITFIELD

Assistant Registrar of Companies.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

Celia Court Management Co. Limited.

1. The name of the Company is CELIA COURT MANAGEMENT CO. LIMITED.

2. The registered office of the Company will be situate in England.

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

- (a) To purchase and own the freehold of and manage the property known as Celia Court, Holmesdale Road, Kew, Richmond, Surrey and to grant leases in and administer the freehold and maintain, keep, repair, renew and improve the main structure, roofs and foundations of the said building and garages and the paths, passageways, garden-land and boundary walls surrounding or belonging to the said property, and generally to look after the same for the benefit and in the interests of the lessees and occupiers thereof for the time being.
- (b) To borrow and raise money in such manner as the Company shall think fit.
- (c) To do all such other things as are incidental or conducive to the attainment of the above objects, or as are calculated to enhance the amenities and value of Celia Court, Kew, Richmond aforesaid and the flats and garages comprised therein.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

6. No person shall be admitted to membership of the Company other than the subscribers hereto and the lessees of the flats and garages comprised in Celia Court Kew Richmond aforesaid holding under leases derived immediately out of the freehold interest therein and Section 23 of the Companies Act 1948 shall not apply to this paragraph.

(2)

WE, the several members whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this memorandum.

Names, Addresses and Descriptions of Subscribers
<p>Colin David Hofman Colin D. Hofman 34 Knightsbridge Court Sloane St, London S.W.1. Building Contractor</p> <p>Cyril Simons 240 High Holborn London W.C.1. Solicitor</p> <p>Sadie Kaye 240 High Holborn, London W.C.1. Solicitor's Clerk</p>

DATED this 23rd day of January, 1963

WITNESS to the above Signatures :-

Steven Dimsey,
9, Leslie Road,
London, N.2.

Articled Clerk.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

Celia Court Management Co. Limited.

GENERAL

1. In these Articles :-

"the Act" means the Companies Act, 1948.

"the Seal" means the Common Seal of the Company.

"the Council" means the Council of Management for the time being of the Company.

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

"the Property" means Celia Court, Holmesdale Road Kew, Richmond in the County of Surrey.

"the Flat-owners" means the Lessees for the time being of the flats comprised in the Property holding under head leases derived immediately out of the freehold interest therein.

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

(4)

Unless the context otherwise requires, words or expressions used shall bear the same meaning as in the Act.

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

3. The Company is a private company and accordingly:-

- (a) The number of members for the time being of the Company is not to exceed fifty.
- (b) The Company shall not offer any of its shares (if and so long as the Company shall have any share capital) or any of its debentures to the public for subscription.
- (c) If and so long as the Company shall at any time have any share capital the Council may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share of the Company.

MEMBERSHIP

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

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

6. Where two or more persons jointly are the owners of one of the said Flats they shall together constitute one member and the person whose name appears first in the register of members shall exercise the voting and other powers vested in such member.

7. The subscribers to the Memorandum of Association shall cease to be members as soon as the Flat-owners of all the said Flats have become members. A member shall cease to be such if and when (i) he ceases to be a Flat-owner and (ii) his successor in title to the said Flat is registered as a member.

8. The Trustee in bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member if at the time of his application for membership he is a Flat-owner.

GENERAL MEETINGS

9. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it: and not more than 15 months shall elapse between two annual general meetings of the Company. Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. 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 Section 132 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and any other meeting shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned, or in such other manner, if any, as the Company may in general meeting prescribe, to such persons as are under the Articles entitled to receive such notices:

Provided that a meeting of the Company shall, although called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called as an annual general meeting by all the members entitled to attend and vote thereat; and

(b) in any other case by a majority of the members entitled to attend and vote thereat being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting except the consideration of the accounts, balance sheets and the reports of the Council and Auditor, the election of members of the Council in place of those retiring and the appointment of, and the fixing of the remuneration of, the auditor.

15. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided three members present in person or by proxy shall be a quorum.

16. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

17. The Chairman of the Company shall preside as chairman at every general meeting, or if there is no such chairman for the time being, or if he shall not be present within 15 minutes after the time appointed for the meeting, or is unwilling to act, the members present shall elect some other member of the Council to be chairman of the meeting. If at any meeting no member of the Council is willing to act as chairman, or if no member of the Council is present within 15 minutes after the time appointed for the meeting, the members present shall choose one of their number to be chairman.

18. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than that left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by at least 3 members present in person or by proxy.

Unless a poll be so demanded a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

20. Except as provided in Article 23 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or the poll is demanded shall be entitled to a second or casting vote.

22. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

23. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

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

25. On a show of hands or on a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company.

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

COUNCIL OF MANAGEMENT

28. Until otherwise determined by the Company in general meeting the number of the Council shall not be less than 3.

29. The first members of the Council shall be the subscribers to the Memorandum of Association.

30. The Council may from time to time or at any time appoint any member of the Company to be a member of the Council either to fill a casual vacancy or by way of addition to the Council. Any person so appointed shall retain office only until the next annual general meeting but shall then be eligible for re-election.

31. No-one who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Council.

BORROWING

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

THE COUNCIL'S POWERS AND DUTIES

33. The business of the Company shall be managed by the Council who may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, but subject to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

34. The Council may from time to time appoint members of the Company to be chairman and vice-chairman and may determine their respective duties and the tenure of their respective offices.

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

- (a) of all appointments of officers made by the Council;
- (b) of the names of the Council members present at each meeting of the Council;
- (c) of all resolutions and proceedings at all meetings of the Company and of the Council.

36. The Council members for the time being may act notwithstanding any vacancy in their body; provided always that if the Council members shall at any time be less than the minimum prescribed by these Articles it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body or of summoning a general meeting but not for any other purpose.

37. The office of a member of the Council shall be vacated:

- (a) if a receiving 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 Section 168 of the Act;
- (f) if he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

38. At every annual general meeting the number equal or nearest to one third of the Council members for the time being, other than the chairman, shall retire from office, but shall be eligible for re-election. The members to retire shall be those who have been longest in office since their last appointment or election, but as between members of equal seniority those to retire shall (unless they otherwise agree between themselves) be determined by lot.

39. No person other than a retiring Council member shall be eligible for election to the Council at any general meeting unless, not less than 3 nor more than 21 days before the day appointed for the meeting, there shall have been given to the secretary notice in writing, by some member qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by that person, of his willingness to be elected.

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

PROCEEDINGS OF THE COUNCIL

41. The Council may meet for the dispatch of business adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business.

Unless otherwise determined 2 shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.

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

43. The Chairman for the time being of the Company shall be chairman of the Council and entitled to preside at all Council meetings at which he shall be present, but if there be no such chairman, or if at any meeting the chairman be not present within 10 minutes after the time appointed for the meeting, and willing to preside, the Council members present shall choose one of their number to be chairman of the meeting.

44. All acts bona fide done by any meeting of the Council, or by any person acting as a Council member, shall, although 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 Council member.

45. A resolution in writing signed by all the Council members for the time being who are entitled to receive notice of a Council meeting shall be as valid and effectual as if it had been passed at a Council meeting duly convened and constituted.

THE SECRETARY

46. The Secretary shall be appointed by the Council for such term at such remuneration (if any) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

THE SEAL

47. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Council, and every instrument to

which the Seal shall be affixed shall be signed by a member of the Council, and countersigned by the Secretary, or by a second member of the Council, or by some other person appointed by the Council for that purpose.

ACCOUNTS

48. The Council shall cause proper books of account to be kept, sufficient to give a true and fair view of the state of the affairs of the Company at all times and to explain its transactions. Such books shall be kept at the Company's registered office, or, subject to Section 147(3) of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the members of the Council. They shall also be open to the inspection of any other member of the Company on reasonable notice.

49. At the annual general meeting in every year the Council shall lay before the Company an income and expenditure account for the period since the last preceding account (or in case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the auditor, and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto, or to accompany the same, shall, not less than 21 clear days before the date of the meeting, be sent to the auditor 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 auditor's report shall be open to inspection and be read before the meeting as required by Section 162 of the Act.

AUDIT

50. Once in every year the accounts of the Company shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by a properly qualified auditor.

The auditor shall be appointed, and his duties regulated, in accordance with Sections 159 to 162 of the Act, the members of the Council being treated as the directors mentioned in those sections.

NOTICES

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

Only those members whose registered addresses aforesaid are within the United Kingdom shall be entitled to receive notices from the Company.

A notice served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

(14)

Names, Addresses and Descriptions of Subscribers.

Colin David Hofman

Colin D. Hofman
34 Knightsbridge Court
Sloane St,
London S.W.1.

Building Contractor

Cyril Simons
240 High Holborn
London W.C.1.

Solicitor

Sadie Kaye
240 High Holborn
London W.C.1.

Solicitor's Clerk

DATED this 23rd day of January, 1963.

WITNESS to the above Signatures :-

Steven Dimsey
9, Leslie Road,
London, N.2.

Articled Clerk.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum
AND
Articles of Association
OF
Celia Court Management Co.
Limited.

Incorporated
the 6th day of February 1963

C. SIMONS & CO.,
240 High Holborn,
London, W.C.1.