

Number of } 1241608 //  
Company }

## THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the  
Companies Act 1948 on application for registration of a Company.

*Pursuant to Section 15 (2) of the Companies Act 1948*

Insert the  
Name of the  
Company.

NORLAND SQUARE MANSIONS RESIDENTS' ASSOCIATION  
LIMITED

Presented by

Presenter's Reference P/S.4100

Southall, Rabin & Knight,

39/41 Queen Anne Street,

London W1M 9FA

Form No. 41  
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street W1R 9HG;  
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,  
Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR; and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, MICHAEL BRETT SINCLAIR

of 39/41 Queen Anne Street, London W1M 9FA

Do solemnly and sincerely declare that I am ("a") a Solicitor

Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary".

of the Supreme Court engaged in the formation of

NORLAND SQUARE MANSIONS RESIDENTS' ASSOCIATION Limited,

And that all the requirements of the Companies Act 1948 in respect of  
matters precedent to the registration of the said Company and incidental  
thereto have been complied with, And I make this solemn Declaration  
conscientiously believing the same to be true and by virtue of the provisions  
of the Statutory Declarations Act 1835

Declared at 53 Queen

Anne Street

London W1M 9FA

the 12th day of January

one thousand nine hundred and

seventy-six

Before me,

M. D. Frankel

M. D. FRANKEL, LL.B.  
39 QUEEN ANNE STREET

Note.—This margin is reserved for binding and must not be written across.

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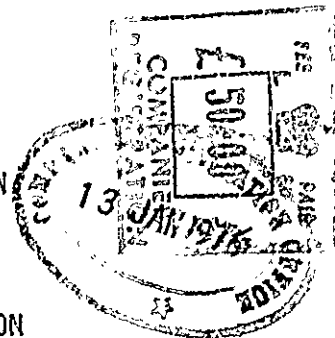
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

✓ NORLAND SQUARE MANSIONS RESIDENTS' ASSOCIATION  
LIMITED



1. ✓ The name of the Company is NORLAND SQUARE MANSIONS RESIDENTS' ASSOCIATION LIMITED.

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

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

(A) (1) To conduct the management and maintenance of property consisting of flats and garages at 53 Norland Square, London W.11 and known as "Norland Square Mansions" and the common parts adjacent and appurtenant thereto and for that purpose to enter into such contracts and obligations as may be necessary for the maintenance and management and improvement of the said property and for supplying services to the Tenants thereof.

(2) To assume the responsibilities of the Freeholder hitherto providing services for the said Tenants and generally to act bear and enjoy the benefit and burden of Landlord to the said Tenants and their rights and obligations inter se.

(3) For the purposes aforesaid to accept a lease of the freeholder's reversionary interest in the said freehold land.

(B) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(C) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings,

(2)

workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.

- (D) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, right of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines, and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (G) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (H) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.

(3)

- (I) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (J) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (K) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.
- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (N) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (O) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents brokers, sub-contractors or others.
- (Q) To remunerate any person, firm or company rendering service to the Company whether by cash payment or otherwise except by the allotment to him or them of shares or securities of

the Company.

- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (S) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attaining of the Company's objects or any of them.
- (T) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (U) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (W) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

✓ The liability of the Members is limited.

✓ The Share Capital of the Company is £ 50 divided into 50 shares of £ 1 each.

(5)

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber. (In Words)
<i>Paul Hunter</i> 39/41 Queen Anne St London W1 Solicitor ✓	✓ ONE ORDINARY SHARE
<i>Michael Brett Litch</i> 39/41 Queen Anne Street London W1 Solicitor ✓	✓ ONE ORDINARY SHARE OF ONE POUND

WITNESSED this *twelfth* day of *January* 1976.

WITNESS to the above Signatures :-

*Dorcas Pittsill*  
39/41 Queen Anne Street  
London W1  
Secretary.

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

NORLAND SQUARE MANSIONS RESIDENTS' ASSOCIATION

LIMITED ✓

PRELIMINARY

Subject as hereinafter provided the Regulations set out in Part II of Table "A" (hereinafter called Table "A") in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Regulation 1 thereof) shall apply to this Company.

The following Regulations of Part I of Table "A" shall not apply to this Company videlicet :- 24, 53, 79, 84(2), 84(4), 89, 90, and 92.

PRIVATE COMPANY

The Company is a Private Company within the meaning of the Companies Act, 1948.

For the purposes of these Articles:

- (a) "The Property" shall mean the building known as Norland Square Mansions and the land thereat more particularly described in paragraph 3(A)(1) of the Memorandum of Association.
- (b) "A Resident" means the person entitled for the time being to a leasehold estate or interest in a flat forming part of the Property and where two or more persons are jointly so entitled the expression "a Resident" shall include all such persons. The person whose name first appears in the Register of Members of the Company in respect of a joint shareholding shall exercise the voting and other powers vested in such shareholder.
- (c) "A Flat" is a flat forming part of the Property.



ALLOTMENT OF SHARES

5. The Directors shall not allot shares of the Company to persons who are not Residents.

6. Each person who is or becomes a Resident shall be entitled to subscribe for one share or take a transfer from the Subscribers to the Memorandum of one share.

7. No Resident shall hold more than one share unless he be or becomes entitled in respect of more than one Flat when in such case he shall be entitled to hold one share in respect of each such Flat.

LIEN

8. The lien conferred by Regulation II of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

9. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and Regulation 22 in Part I of Table "A" shall be modified accordingly.

10. As soon as may be possible after incorporation each share held by the Subscribers shall be transferred to a Resident. A share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the Flat in respect of which it is held and to the person or persons becoming or about to become upon such change the lessee or lessees of such Flat. Provided that if any moneys are due from the proposed transferor to the Company, and in respect thereof the Company has a lien on his share, the Directors may decline to register a transfer of the share unless and until such moneys are paid to the Company.

11. The price to be paid upon the transfer of a share shall be its nominal value.

12. If at any time any share is registered in the name of a person who is not a Resident or under binding contract to purchase the leasehold interest in a Flat the Directors shall give notice in writing to such person requiring him to transfer such share to a person who is a Resident and if the same shall not have been transferred within one month after such notice has been given the Directors shall appoint some person to execute a transfer of such share in the name of and on behalf of the registered holder thereof to some person who is a Resident and shall record such transfer in the Company's Register of Members.

GENERAL MEETINGS

13. Two members of the Company present in person or by proxy shall be a quorum at General Meetings.

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

DIRECTORS

15. The number of Directors shall not be less than two. The first Directors who shall be Residents shall be appointed by the Subscribers. Subject to Article 16 below, such Directors and any other directors from time to time appointed pursuant to the power hereinafter contained shall have power at any time, and from time to time, to appoint any person who is a Resident to be a director, either to fill a casual vacancy or as an addition to the existing directors.

16. In the event of the number of directors falling below the minimum provided by the Articles for any reason howsoever each member of the Company shall ipso facto be and become and is by these Articles appointed a director of the Company unless and until otherwise determined by the Company in General Meeting.

17. Subject to Articles 15 and 20 no person who is not a Resident shall be entitled to hold office as a Director.

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

19. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

ALTERNATE DIRECTORS

20. Any Director being or being about to go abroad or by reason of some physical disability reasonably unable to attend a Meeting of the Directors or otherwise perform the office of director may by notice in writing to the Company appoint some other Resident or a member of the Director's family living with him at the Flat in respect of which the Director is a Resident to be his alternate or substitute Director during his absence abroad or the said disability. Such alternate Director shall have in all respects the same rights

(10)

and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

#### INDEMNITY

21. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Regulation 136 of Part I of Table "A" every Director, officer or official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

#### ACCOUNTS

22. There shall be added in Regulation 126 of Table "A" the words and figures "and Sections 16 to 22 inclusive of the Companies Act 1967" after the words and figures "157 of the Act."

#### AUDIT

23. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act and Sections 13 and 14 of the Companies Act 1967.

Names, Addresses and Descriptions of Subscribers

Paul Hardin

39-41 Queen Anne St.

London W1

Subscriber ✓

Michael St. G. L. L. L.

39/41 Queen Anne St.

London W1

Subscriber ✓

DATED this Twelfth day of January 1976

WITNESS to the above Signatures :-

Danae Pizzelli

39/41 Queen Anne Street

London W1

Secretary



## CERTIFICATE OF INCORPORATION

No. 1241608

I hereby certify that

**NORLAND SQUARE MANSIONS RESIDENTS' ASSOCIATION LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the  
Company is Limited.

Given under my hand at London the 23RD JANUARY 1976

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR

*Assistant Registrar of Companies*

Company No: 1241608

15  
THE COMPANIES ACTS 1948 to 1967

\_\_\_\_\_  
COMPANY LIMITED BY SHARES

\_\_\_\_\_  
SPECIAL RESOLUTION

OF

NORLAND SQUARE MANSIONS RESIDENTS',  
ASSOCIATION LIMITED  
\_\_\_\_\_

The Resolution below was duly passed on the thirtieth day of January, 1976 as a Special Resolution, the signatories thereto being all the members for the time being being entitled to receive notice of and attend and vote at General Meetings of the Company, the said Resolution being passed in accordance with Regulation 5 of Part II of Table "A" in the First Schedule to the Companies Act 1948.

SPECIAL RESOLUTION

THAT the Articles of Association shall be amended as follows, namely by deleting the first two sentences of Article 15 and substituting thereof the following :-

"15. The number of Directors shall not be less than one and the first Director shall be appointed by the Subscribers. The first Director shall upon the transfer of a Subscribers Share to or the issue of a Share to any person who is a Resident forthwith resign unless the first Director is at that time a Resident".

*Paul H. H. H.*  
17/11/76

### Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

in

Plato and Aristotle

**To the Registrar of Companies**

For official use

9

Name of company

Norland Square Mansions

Residents Association

Limited\*

**Note**  
Please attach all notes from this  
overleaf before  
completing this  
form

Company gives you notice in accordance with section 3(1) of the Companies Act 1976 that the Company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Company number

Day      Month

1241608

3

1

1

○

†delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day      Month      Year

3	1	1	0	1	9	8	3
---	---	---	---	---	---	---	---

See note 4(c) and  
complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as appropriate

The company is a [subsidiary] [holding company]† of \_\_\_\_\_ NOT

APPLICABLE

\_\_\_\_\_, company number.

the accounting reference date of which is,

§delete as appropriate

**Signed**

[Director] [Secretary] §Date 14.7.83

Presentor's name, address and reference: (if any)

Mr C L Pratt  
William Sindall plc  
347 Cherry Hinton Road  
Cambridge  
CB1 4DJ

For official use  
Data punch

## General section

| Post room



**THE COMPANIES ACT, 1948**

COMPANY LIMITED BY SHARES

Copy

**Special Resolution**

(pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

OF

NORLAND SQUARE MANSIONS RESIDENTS ASSOCIATION  
**LIMITED.**

Passed the 14th day of December 1983 .

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at

. 347 Cherry Hinton Road, Cambridge.

on the 14th day of December 1983, the following  
Special Resolution was duly passed:—

\*

THAT the following article be incorporated in the Company's  
Articles of Association:

**Article 24: BORROWING POWERS**

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and 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 or of any third party.

*Certified true copy*

*C. P. M.*

*Secretary*



\* The copy Resolution must be signed by the Chairman of the meeting at which it was passed or a Director or the Secretary of the Company. The Certificate overleaf must be completed and signed by a Director and the Secretary of the Company. The copy Resolution must be filed with the Registrar of Companies within 15 DAYS after the passing of the same.



WE HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution, and have been satisfied at all times since the 23rd day of January 1976 .

Constance R. Ryan ..... Director.

C. R. ..... Secretary.

§ Insert "1st July 1948" or, if the Company was registered after that date, the date on which it was registered, or, if the Board of Trade has made a direction under the proviso to Section 129 (1) of the Companies Act, 1948, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.