

**G**

Please do not  
write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

\*Insert full name  
of Company

†Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

**412**

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

[ ] 1620625 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

Name of Company

CARLTON (CLYDE) MANAGEMENT COMPANY LIMITED

I, John Henry Nixon

of 19 B The Broadway

Mill Hill

London NW7

do solemnly and sincerely declare that I am a person named as Secretary of the Company  
in the statement delivered under Section 21 of the Companies Act 1976  
of "CARLTON (CLYDE) MANAGEMENT COMPANY LIMITED

and that all the requirements of the Companies Acts 1948 to 1980  
in respect of the registration of the said company  
and of matters precedent 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 81 City Road  
London EC1

Signature of Declarant

the 17<sup>th</sup> day of FEBRUARY

One thousand nine hundred and 82

before me [Signature]  
A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

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

For official use

New companies section

Post room

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of CARLTON (CLYDE) MANAGEMENT COMPANY LIMITED

1620625/3

1. The name of the Company is Carlton (Clyde) Management Company 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 acquire any estate or interest in the registered land and property known as Carlton House Clyde Road Croydon CR0 6SZ and to acquire all other assets and undertaking of Carlton (Clyde) Housing Society Limited upon such terms and conditions as the Company may think fit and to enter into any agreement(s) relating thereto.

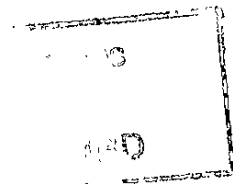
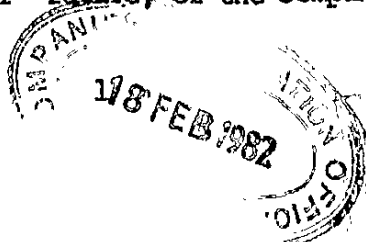
(b) To manage, administer, reconstruct, repair, renew, decorate, maintain and deal with the said property and for and in connection with such management, administration, reconstruction, repair, renewal, decoration, maintenance and dealing, to enter into or join in agreements and/or leases relating to the said property upon such terms and conditions as the Company shall think fit and to concur and assist with any disposal to the Company or any other person of any estate or interest in the said property or any part thereof.

(c) To execute and do all such other instruments, acts and things as may be requisite for the purposes of ensuring the efficient management and administration of the said property.

(d) To purchase or sell, to take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of for any estate or interest any real or personal property, and such other rights and interest in property as the Company shall think fit.

(e) To carry on any other trade or business whatever which, in the opinion of the Directors, can be advantageously carried on in connection with or ancillary to the business of the Company or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(f) To borrow or raise or secure the payment of money for the purposes of or in connection with the business of the Company and to mortgage or charge the undertaking and all or any of the real and personal property and assets, present or future, of the Company upon such terms as the Directors may determine.



(g) To invest and deal with the moneys of the Company not immediately required and hold and deal with any investment so made in such manner as the Directors may determine.

(h) To lend or advance money and to give credit and to enter into guarantees or indemnities of any kind, whether secured or unsecured, and whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms as the Directors may think fit.

(i) To remunerate any person, firm or company for services rendered, or to be rendered, to, or in connection with the conduct of the business of, the Company.

(j) To accept, draw, make, execute, discount or endorse bills of exchange, promissory notes, or other negotiable instruments.

(k) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.

(l) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property wheresoever and whensoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profits, to members of the Company. Provided that nothing herein shall prevent the payment in good faith, of remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company.

5. The liability of the members is limited.

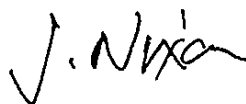
6. The share capital of the Company is £100 divided into 100 shares of £1 each.

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

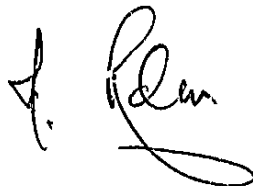
J H Nixon  
81 City Road  
London EC1Y 1ED



One

Clerk

M N Ryden  
81 City Road  
London EC1Y 1ED



One

Clerk

Dated this 2nd day of February 1982

WITNESS to the above Signatures:-

S Vardak  
81 City Road  
London EC1Y 1ED



CLERK

THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

1620625/4

ARTICLES OF ASSOCIATION

OF CARLTON (CLYDE) MANAGEMENT COMPANY LIMITED

#### PRELIMINARY

##### 1. In these Articles:-

"flat" means a flat forming part of the said property referred to in Clause 3(a) of the Memorandum of Association of the Company

"lease" means a lease of a flat.

"owner" in relation to a flat means the lessee of that flat holding under a lease or a successor in title to such lessee.

"the 1948 Act" means the Companies Act, 1948, as amended.

"the 1980 Act" means the Companies Act, 1980, as may be amended from time to time.

"Table A" means Table A in the First Schedule to the 1948 Act.

2. (a) Subject as hereinafter provided or except where inconsistent with the provisions hereinafter contained, the regulations contained in Table A shall apply to the Company.

(b) Regulations 24, 53, 75, 77, 79, 84(2), 88(a), 89 to 97 inclusive, 114 to 122 inclusive, 128 and 129 of Table A shall not apply to the Company.

#### ALLOTMENT TRANSFER AND TRANSMISSION OF SHARES

3. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited and the Company shall not have power to issue share warrants to bearer.

4. Subject as hereinafter provided and to any directions contained in any resolution or resolutions of the Company creating the same, the unissued shares of the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the shares. The provisions of Sections 17(1), (6) and (7) of the 1980 Act shall not apply to the Company. The maximum number of shares which may be allotted pursuant to this authority shall be the entire unissued authorised share capital of the Company and this authority will expire five years after the date of incorporation of the Company provided that it may be extended for further periods of up to five years by ordinary resolution of the Company.

5. Except as to shares allotted and issued to the subscribers, a share in the Company shall only be allotted to an owner. Where a share has been allotted to an owner, such share shall be deemed to be allocated to such owner's flat.

6. (a) Each owner will retain any shares allotted to him whilst he remains an owner and on ceasing to be an owner will transfer such shares to the new owner and save ~~and~~ except for the transfer by subscribers of shares in the Company, a share in the Company shall be transferred only upon or after a change in the ownership of the flat to which the share has been allocated.

(b) The prices to be paid upon the transfer of a share shall in default of agreement between the transferor and the transferee be its nominal value.

(c) If upon the change of ownership of a flat the holder of the share allocated to that flat refuses after being requested in writing so to do by the Secretary of the Company or neglects for a period of one month after the date of such change of ownership to transfer such share in accordance with these Articles to the owner for the time being of that flat the Directors may by resolution appoint some person to transfer such share to the owner for the time being of such flat and a transfer by such persons shall be effective and the transferee or transferees shall be registered as the holder or holders of such share, and as against the former registered holder and all persons claiming through him, shall be absolutely entitled to the same. The Company may receive the purchase money on the transferor's behalf and give a good receipt therefor.

7. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of a share (whether or not it is a fully paid share) but the Directors shall not refuse to register any transfer of a share pursuant to Article 6.

8. (a) In regulation 11 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be deemed to be deleted.

(b) Regulation 15 of Table A shall be amended by the deletion of the words "exceed one-fourth of the nominal value of the share or".

(c) In regulation 22 of Table A the words "and transferee" shall be deemed to be deleted.

#### NOTICE AT GENERAL MEETINGS

9. In regulation 50 of Table A the words "and to the auditors" shall be inserted between the words "entitled to receive such notices from the Company" and the words "Provided that a meeting....".

#### PROCEEDINGS AT GENERAL MEETINGS

10. In regulation 52 of Table A the words "declaring a dividend" shall be omitted.

11. 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 shall be a quorum. Subject to the provisions of the 1948 Act a resolution in writing signed by all of 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 the same had been passed at a general meeting of the Company duly convened and held.

#### DIRECTORS

12. (a) Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two nor more than six.

(b) Subject to the provision of sub-clause (a) of this Article, the Directors shall have power at any time and from time to time appoint any owner to be a Director.

13. The qualification of a Director (other than the first Directors who shall not be required to hold a qualifying share) shall be the holding of one share in the Company provided that if any Director having so qualified shall cease to hold one share in the Company his appointment as a Director shall automatically determine and his office of Director shall be immediately vacated.

14. 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.

#### BORROWING POWERS

15. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, 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.

#### POWERS AND DUTIES OF DIRECTORS

16. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or any matter arising in connection therewith and may be counted in the quorum at any meeting at which any such contract, arrangement or matter is considered.

17. A Director present at any meeting of Directors or Committee of Directors need not sign his name in a book kept for the purposes referred to in regulation 86 of Table A and regulation 86 shall be accordingly construed.

18. Regulation 106 of Table A shall be amended by the addition of the words "Such resolution may consist of several documents each signed by one or more of the Directors".

#### ALTERNATE DIRECTORS

19. A Director shall have power to nominate in writing any person to act as his alternate Director at any board meeting at which he is not present personally, and also power at his discretion by notice in writing to such alternate director and to the Company respectively to

remove any such alternate director. Any alternate director shall be subject in all respects to the terms and conditions existing with regard to the Directors of the Company, but shall not be entitled to any remuneration unless the Company in general meeting shall so authorise. Any instrument appointing an alternate director shall be delivered to and retained by the Company.

#### MANAGING DIRECTOR

20. In regulation 107 of Table A the second sentence shall be deleted and the following words substituted therefor:-

"Such appointment shall be automatically determined if the person so appointed ceases from any cause to be a Director"

#### INDEMNITY

21. Subject to the provisions of the 1948 Act, every Director, managing director, agent, auditor, secretary or other officer of the Company shall be entitled to be indemnified by 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 and regulation 136 of Table A shall be accordingly extended.



NAMES, ADDRESSES AND  
DESCRIPTIONS OF  
SUBSCRIBERS

---

J H Nixon  
81 City Road  
London EC1Y 1ED

*J. Nixon*

Clerk

M N Ryden  
81 City Road  
London EC1Y 1ED

*M. Ryden*

Clerk

---

Dated this 2nd day of February 1982

Witness to the above signatures:-

S Vardak  
81 City Road  
London EC1Y 1ED

*S. Vardak*

Clerk

1

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# Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
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Please complete  
legibly, preferably  
in black type, or  
bold black lettering

• delete if  
inappropriate

Company number

1620625

Name of Company

CARLTON (CLYDE) MANAGEMENT COMPANY

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below



147a HIGH STREET  
WALTHAM CROSS  
HERTS

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

X

	3

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

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

For official use

General Section

Post room



**LEGAL SERVICES**

A Division of Inter Company Comparisons Ltd.

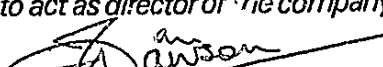
21 City Road, London EC1Y 1BD  
Telephone 01-253 0063

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:


Please do not write in this binding margin

Name (note 2)	IAN MARTIN DAWSON	Business occupation	FINANCIAL COMPANY REPRESENTATIVE	4
Former name(s) (note 3)		Nationality	BRITISH	
Address (note 4)	9 CARLTON HOUSE CLYDE ROAD CROYDON CRO 6SZ	Date of birth (where applicable) (note 6)		
Particulars of other directorships (note 5)	NONE			


**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

I hereby consent to act as director of the company named on page 1  

 SIGNATURE Date 17-12-81

Name (note 2)	JEREMY MICHAEL COWLING	Business occupation	COMPANY DIRECTOR	5
Former name(s) (note 3)		Nationality	BRITISH	
Address (note 4)	5 CARLTON HOUSE CLYDE ROAD CROYDON CRO 6SZ	Date of birth (where applicable) (note 6)		
Particulars of other directorships (note 5)	PIPEX LIMITED COWLINDEX BUS. EQUIPMENT LIMITED			

I hereby consent to act as director of the company named on page 1  

 SIGNATURE Date 17-12-81

Name (note 2)		Business occupation		6
Former name(s) (note 3)		Nationality		
Address (note 4)		Date of birth (where applicable) (note 6)		
Particulars of other directorships (note 5)				

I hereby consent to act as director of the company named on page 1  

 SIGNATURE Date

Please do not  
write in this  
binding margin

**Important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	JOHN HENRY NIXON	7
Former name(s) (note 3)		
Address (notes 4 & 7)	19 B THE BROADWAY LONDON NW7 7JG	

I hereby consent to act as secretary of the company named on page 1



SIGNATURE

J. Nixon

Date 17/2/82

Name (notes 2 & 7)		8
Former name(s) (note 3)		
Address (notes 4 & 7)		

I hereby consent to act as secretary of the company named on page 1



SIGNATURE

Date

\* as required by  
section 21(3) of  
the companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature J. Nixon [Subscriber] [Agent]† Date 17/2/82.

Signature J. Reem [Subscriber] [Agent]† Date 17.2.82

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No.

1620625

I hereby certify that

CARLTON (CLYDE) MANAGEMENT COMPANY LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the

8TH MARCH 1982

Assistant Registrar of Companies

Number of } 1620625  
Company } *4*

*The Companies Acts 1948 to 1967*

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

CARLTON (CLYDE) MANAGEMENT COMPANY LTD.,

LIMITED

Passed 2nd October, 1982.

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

. 5, CARLTON HOUSE CLYDE ROAD  
. CROXSON SURREY.

on the 2nd day of OCTOBER, 1982, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

### RESOLUTION

4 Save as the Company may by special resolution direct.

(i) each of the shares numbered 1 to 12 inclusive which shall be allotted shall be allotted to the owner of each flat so that the number of shares allotted shall be identical with the number of the relevant flat held by the owner to whom such share is allotted.

(ii). the shares numbered 13 to 100 shall not be allotted.

Signature *J. H. Carl*

SECRETARY

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary  
the Company

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



1620625  
9

CARLTON (CLYDE) MANAGEMENT  
COMPANY LIMITED

Notice is hereby given that an Extraordinary General Meeting of the above Company will be held at ~~CARLTON~~ on the <sup>2nd</sup> day of ~~October~~ <sup>HOUSE CLYDE ROAD CROYDON</sup> 1982 at 3.00 o'clock in the afternoon for the purpose of considering and (if thought fit) passing the following resolution which will be proposed as a special resolution.

That the Articles of Association of the Company be altered as follows:-

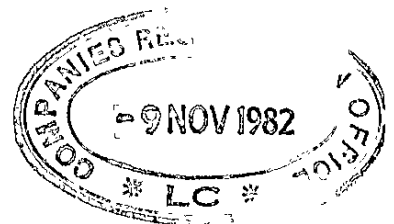
1. By striking out regulation 4.
2. By inserting instead of regulation 4 the following regulation:-  
viz. 4 Save as the Company may by special resolution direct  
(i) each of the shares numbered 1 to 12 inclusive which shall be allotted shall be allotted to the owner of each flat so that the number of shares allotted shall be identical with the number of the relevant flat held by the owner to whom such share is allotted.  
(ii) the shares numbered 13 to 100 shall not be allotted.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy (or one or more proxies) to attend and vote in his stead. A proxy need not be a member of the Company.

Dated the 28<sup>th</sup> day of ~~September~~ 1982.

By Order of the Board

.....*T. D. C. [Signature]*.....  
Secretary



We IAN MARTIN DAWSON and JEREMY MICHAEL COWLING being all the members entitled to attend at the meeting convened by this notice hereby in pursuant to section 141 (2) of the Companies Act 1948 agree that the above resolution may be proposed and if thought fit passed at the meeting notwithstanding that less than 21 days notice thereof has been given.

*Ian Dawson*

*J. M. Cowling*



Companies Acts 1948 to 1980

1620625  
10

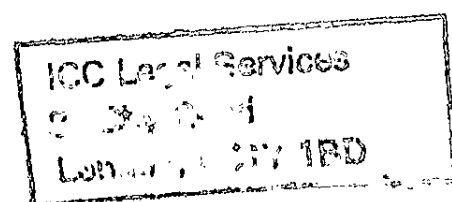
Company Limited By Shares

# MEMORANDUM AND ARTICLES OF ASSOCIATION

(AS ADOPTED BY SPECIAL RESOLUTION PASSED ON 2ND OCTOBER 1982)



CARLTON (CLYDE) MANAGEMENT COMPANY LIMITED  
COMPANY NUMBER 1620625  
INCORPORATED ON 8TH MARCH 1982



THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of CARLTON (CLYDE) MANAGEMENT COMPANY LIMITED

1. The name of the Company is Carlton (Clyde) Management Company 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 acquire any estate or interest in the registered land and property known as Carlton House Clyde Road Croydon CR0 6SZ and to acquire all other assets and undertaking of Carlton (Clyde) Housing Society Limited upon such terms and conditions as the Company may think fit and to enter into any agreement(s) relating thereto.
  - (b) To manage, administer, reconstruct, repair, renew, decorate, maintain and deal with the said property and for and in connection with such management, administration, reconstruction, repair, renewal, decoration, maintenance and dealing, to enter into or join in agreements and/or leases relating to the said property upon such terms and conditions as the Company shall think fit and to concur and assist with any disposal to the Company or any other person of any estate or interest in the said property or any part thereof.
  - (c) To execute and do all such other instrumrnts, acts and things as may be requisite for the purposes of ensuring the efficient management and administration of the said property.
  - (d) To purchase or sell, to take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of for any estate or interest any real or personal property, and such other rights and interest in property as the Company shall think fit.
  - (e) To carry on any other trade or business whatever which, in the opinion of the Directors, can be advantageously carried on in connection with or ancillary to the business of the Company or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
  - (f) To borrow or raise or secure the payment of money for the purposes of or in connection with the business of the Company and to mortgage or charge the undertaking and all or any of the real and personal property and assets, present or future, of the Company upon such terms as the Directors may determine.



(g) To invest and deal with the moneys of the Company not immediately required and hold and deal with any investment so made in such manner as the Directors may determine.

(h) To lend or advance money and to give credit and to enter into guarantees or indemnities of any kind, whether secured or unsecured, and whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms as the Directors may think fit.

(i) To remunerate any person, firm or company for services rendered, or to be rendered, to, or in connection with the conduct of the business of, the Company.

(j) To accept, draw, make, execute, discount or endorse bills of exchange, promissory notes, or other negotiable instruments.

(k) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.

(l) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property wheresoever and whensoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profits, to members of the Company. Provided that nothing herein shall prevent the payment in good faith, of remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company.

5. The liability of the members is limited.

6. The share capital of the Company is £100 divided into 100 shares of £1 each.

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

-----  
J H Nixon  
81 City Road  
London EC1Y 1BD

One

Clerk

M N Ryden  
81 City Road  
London EC1Y 1BD

One

Clerk  
-----

Dated this 2<sup>nd</sup> day of February 1982

WITNESS to the above Signatures:-

S. Vardak  
81 City Road  
London EC1Y 1BD

Clerk

THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of CARLTON (CLYDE) MANAGEMENT COMPANY LIMITED

PRELIMINARY

1. In these Articles:-

"flat" means a flat forming part of the said property referred to in Clause 3(a) of the Memorandum of Association of the Company

"lease" means a lease of a flat.

"owner" in relation to a flat means the lessee of that flat holding under a lease or a successor in title to such lessee.

"the 1948 Act" means the Companies Act, 1948, as amended.

"the 1980 Act" means the Companies Act, 1980, as amended

"Table A" means Table A in the First Schedule to the 1948 Act, as amended by the Companies Acts 1967 to 1981.

2. (a) Subject as hereinafter provided or except where inconsistent with the provisions hereinafter contained, the regulations contained in Table A shall apply to the Company.

(b) Regulations 2 to 6 inclusive, 11 to 21 inclusive, 24, 33 to 43 inclusive, 53, 75, 77, 79, 84(2), 88(a), 89 to 92 inclusive, 114 to 122 inclusive, 128, 128A and 129 of Table A shall not apply to the Company.

ALLOTMENT, TRANSFER AND TRANSMISSION OF SHARES

3. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited and the Company shall not have power to issue share warrants to bearer.

4. Save as the Company may by Special Resolution direct

(i) each of the shares numbered 1 to 12 inclusive which shall be allotted shall be allotted to the owner of each flat so that the number of shares allotted shall be identical with the number of the relevant flat held by the owner to whom such share is allotted.

(ii) the shares numbered 13 to 100 shall not be allotted.

5. All sums payable to the Company in respect of the allotment of any

share (whether as to the nominal value or by way of premium) shall be paid in full on or before the date of the allotment, and no share shall be allotted other than as a fully-paid share.

6. Except as to shares subscribed for by and issued to the subscribers to the Memorandum of Association, no owner shall be registered as the holder of more than one share for each flat of which he is the owner, and no share shall be allotted to a person other than an owner. A share allotted to an owner shall be deemed to be allocated to such owner's flat.

7. (a) Each owner will retain any share allotted to him whilst he remains an owner and on ceasing to be an owner will transfer such share to the new owner and save and except for the transfer by subscribers of shares in the Company, a share in the Company shall be transferred only upon or after a change in the ownership of the flat to which the share has been allocated.

(b) The price to be paid upon the transfer of a share shall in default of agreement between the transferor and the transferee be its nominal value.

(c) If upon the change of ownership of a flat the holder of the share allocated to that flat refuses after being requested in writing so to do by the Secretary of the Company or neglects for a period of one month after the date of such change of ownership to transfer such share in accordance with these Articles to the owner for the time being of that flat the Directors may by resolution appoint some person to transfer such share to the owner for the time being of such flat and a transfer by such person shall be effective and the transferee or transferees shall be registered as the holder or holders of such share, and as against the former registered holder and all persons claiming through him, shall be absolutely entitled to the same. The Company may receive the purchase money on the transferor's behalf and give a good receipt therefor.

8. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of a share but the Directors shall not refuse to register any transfer of a share pursuant to Article 7.

9. In regulation 22 of Table A the words "and transferee" shall be deemed to be deleted.

#### NOTICE AT GENERAL MEETINGS

10. In regulation 50 of Table A the words "and to the auditors" shall be inserted between the words "entitled to receive such notices from the Company" and the words "Provided that a meeting....".

#### PROCEEDINGS AT GENERAL MEETINGS

11. In regulation 52 of Table A the words "declaring a dividend" shall be omitted.

12. 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, two members present in person shall be a quorum. Subject to the provisions of the 1948 Act a resolution in writing signed by all of 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 the same had been passed at a general meeting of the Company duly convened and held.

#### DIRECTORS

13.(a) The first Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976.

(b) Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two nor more than six.

(c) The final sentence in Clause 95 of Table A and the final sentence in Clause 97 thereof shall not apply to the Company.

14. The qualification of a Director (other than the first Directors who shall not be required to hold a qualifying share) shall be the holding of one share in the Company provided that if any Director having so qualified shall cease to hold one share in the Company his appointment as a Director shall automatically determine and his office of Director shall be immediately vacated.

15. 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.

#### BORROWING POWERS

16. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, 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.

#### POWERS AND DUTIES OF DIRECTORS

17. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or any matter arising in connection therewith and may be counted in the quorum at any meeting at which any such contract, arrangement or matter is considered.

18. A Director present at any meeting of Directors or Committee of Directors need not sign his name in a book kept for the purposes referred to in regulation 86 of Table A and regulation 86 shall be accordingly construed.

19. Regulation 106 of Table A shall be amended by the addition of the words "Such resolution may consist of several documents each signed by one or more of the Directors".

## ALTERNATE DIRECTORS

20. A Director shall have power to nominate in writing any person to act as his alternate Director at any board meeting at which he is not present personally, and also power at his discretion by notice in writing to such alternate director and to the Company respectively to remove any such alternate director. Any alternate director shall be subject in all respects to the terms and conditions existing with regard to the Directors of the Company, but shall not be entitled to any remuneration unless the Company in general meeting shall so authorise. Any instrument appointing an alternate director shall be delivered to and retained by the Company.

## MANAGING DIRECTOR

21. In regulation 107 of Table A the second sentence shall be deleted and the following words substituted therefor:-

"Such appointment shall be automatically determined if the person so appointed ceases from any cause to be a Director"

## INDEMNITY

22. Subject to the provisions of the 1948 Act, every Director, managing director, agent, auditor, secretary or other officer of the Company shall be entitled to be indemnified by 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 and regulation 136 of Table A shall be accordingly extended.



NAMES, ADDRESSES AND  
DESCRIPTIONS OF  
SUBSCRIBERS

---

J H Nixon  
81 City Road  
London EC1Y 1BD

Clerk

M N Ryden  
81 City Road  
London EC1Y 1BD

Clerk

---

Dated this 2nd day of February 1982

Witness to the above signatures:-

S. Vardak  
81 City Road  
London EC1Y 1BD

Clerk



Department of Trade and Industry  
**COMPANIES REGISTRATION OFFICE**  
Companies House Crown Way  
CARDIFF CF4 3UZ

Tel: Cardiff (0222) 380232

CARLTON (CLYDE) MANAGEMENT  
COMPANY LIMITED  
126 CROSSBROOK STREET  
WALTHAM CROSS  
CHESHUNT  
HERTS EN8 8JX

Please address any reply to the Registrar  
quoting reference DEF8 1620625

Gazette Date 6 OCTOBER 1987

**COMPANIES ACT 1985**

CARLTON (CLYDE) MANAGEMENT  
COMPANY LIMITED

In pursuance of section 652 of the Companies Act 1985 the Registrar of Companies gives  
NOTICE that at the expiration of three months from the date of this Notice the name of your  
company will, unless cause is shown to the contrary, be struck off the register and the company  
will be dissolved.

*P F McKEEVER*

P F McKEEVER  
for Registrar

**FILE COPY**

**G**

COMPANIES FORM No. 325

**325****Notice of place where register of directors' interests in shares etc. is kept or of any change in that place****Note: This notice is not required where the register is and has always been kept at the Registered Office**Please do not  
write in  
this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

To the Registrar of Companies

For official use Company number

[ ] [ ] [ ] [ ]

1620625

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

\* CARLTON (CLYDE) MANAGEMENT COMPANY  
LIMITED\* insert full name  
of companygives notice that the register of directors' interests in shares and/or debentures, which is kept by the  
company pursuant to section 325 of the above Act, is [now] † kept at:† delete as  
appropriate

3 CARLTON HOUSE 73 CLYDE ROAD	
CROYDON SURREY	
Postcode	CR0 6SZ

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriateSigned Timothy N. HorneDesignation: SecretaryDate 22/07/85Presentor's name address and  
reference (if any):TIMOTHY N. HORNE ACA  
CHARTERED ACCOUNTANT  
6 FLIARS WOOD  
PIXTON WAY CROYDON  
SURREY CR0 9JPFor official Use  
General Section

Post room

G

COMPANIES FORM No. 353

Notice of place where register of  
members is kept or of any change  
in that place

353

Note: This notice is not required where the register is and  
has, since 1 July 1948, always been kept at the Registered Office

Please do not  
write in  
this margin

Pursuant to section 353 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

For official use

1620625

Name of company

\* CARLTON (CLYDE) MANAGEMENT COMPANY  
LIMITED

\* insert full name  
of company

† delete as  
appropriate

gives notice that the register of members is [now]† kept at:

8 CARLTON HOUSE 73 CLYDE ROAD CROYDON  
SURREY  
Postcode CRO 6SZ

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed: *Beverley Price*

Designation‡

*Secretary*

Date

*22 Jan 88*

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

TIMOTHY N. HORNE ACA  
CHARTERED ACCOUNTANT  
6 FRIARS WOOD, PIXTON WAY  
CROYDON SURREY  
CR0 9TP

For official Use  
General Section

Post room