

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

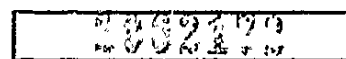
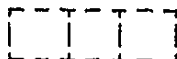
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Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use



Name of company

\* 67 CADOGAN SQUARE COMPANY LIMITED

I, SUNDER MANSUKHANI

of 183-185 Bermondsey Street, London, SE1 3UW

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 88 Bilton Road,  
Greenford, Middlesex UB6 7BW

Declarant to sign below

the 19th day of Sept.  
One thousand nine hundred and eighty-six  
before me

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

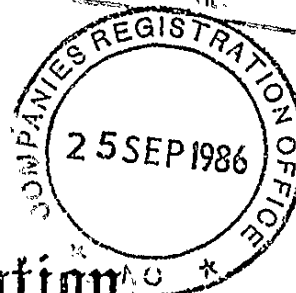
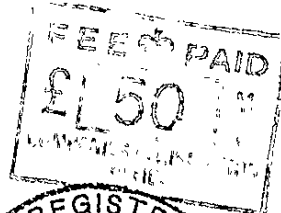
Presenter's name address and  
reference (if any):

For official Use  
New Companies Section

Post room



Company Limited by Guarantee  
and not having a Share Capital.



# Memorandum of Association

OF

## 67 CADOGAN SQUARE COMPANY LIMITED

1. The name of the Company is "67 CADOGAN SQUARE 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 manage the property known as 67 Cadogan Square, London, SW1, and to supply the lessees and occupiers of the six self-contained flats comprised therein services for the better enjoyment of the ownership and occupation of the said flats by the lessees and occupiers thereof in general.

(B) To enter into obligations for the supply of such services as aforesaid in underleases of the flats comprised in the said property known as 67 Cadogan Square aforesaid to be granted by the headlessees.

(C) To borrow and raise money in such manner as the Company shall think fit.

(D) To do such other things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value and beneficial advantage of 67 Cadogan Square aforesaid and the flats 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



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5 60

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 ceased to be a member, and the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst 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 flats at 67 Cadogan Square, London, SW1, holding under Leases at ground rents derived out of the freehold or superior leasehold interests therein and the lessees of flats let at a rack rent or unlet. Section 17 of the Companies Act 1985 shall not apply to this paragraph.

WE, the subscribers to this Memorandum of Association,  
wish to be formed into a company pursuant to this  
Memorandum.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

---

*Sunder Mansukhani*

SUNDER MANSUKHANI  
183-185 Bermondsey Street,  
London, SE1 3UW.

*John P. Dench*

JOHN P. DENCH  
183-185 Bermondsey Street,  
London, SE1 3UW.

---

DATED *19th Sep* 1986

WITNESS to the above signatures :-

*Manzoor M. Shaikh*

MANZOOR M. SHAIKH  
183-185 Bermondsey Street,  
London, SE1 3UW.

---

Company Limited by Guarantee  
and not having a Share Capital.

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# Articles of Association

OF

67 CADOGAN SQUARE COMPANY LIMITED

## GENERAL

1. In these regulations -
  - (a) "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
  - (b) "the Estate" means the property mentioned in clause 3(a) of the Memorandum of Association
  - (c) "the Owners" means the lessees or owners for the time being of the flats forming part of the Estate holding under leases demised immediately out of the freehold or superior leasehold interests therein at a ground rent and the superior leaseholder for the time being in respect of flats let at a rack rent or for the time being unlet .
  - (d) "the Articles" means these Articles of Association and the regulations of the Company for the time being in force
  - (e) "clear days" in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
  - (f) "executed" includes any mode of execution
  - (g) "office" means the registered office of the Company

- (h) "the seal" means the common seal of the Company
- (i) "secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
- (j) "the United Kingdom" means Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

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

#### MEMBERS

- 3. The number of members with which the Company proposes to be registered is six.
- 4. The subscribers to the Memorandum of Association of the Company and such Owners who apply in writing for membership shall be members of the Company.
- 5. Where two or more persons together are the Owners of one flat they shall together constitute one member and the person whose name first appears in the register shall exercise the voting and other powers vested in a member.
- 6. The subscribers to the Memorandum of Association shall cease ipso facto to be members as soon as all the flats on the Estate have been sold and all the Owners have become members of the Company. A member shall cease ipso facto to be a member on ceasing to be an Owner and his successor in title shall have been duly registered as a member.
- 7. The trustee in bankruptcy of any member or the personal representative of any deceased member shall be entitled to become a member on proof of his title as an Owner.

#### GENERAL MEETINGS

- 8. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting any director or any member of the Company may call a general meeting.

#### NOTICE OF GENERAL MEETINGS

10. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the directors and the auditors.

11. 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

12. No business shall be transacted at any meeting unless a quorum is present. Save as herein otherwise provided three members personally present shall be a quorum.

13. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in

the next week at the same time and place or to such time and place as the directors may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The chairman (if any) of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

15. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

16. The chairman may with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

17. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

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18. Unless a poll is duly demanded a declaration by the chairman that a resolution has 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

19. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

20. The poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. 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 shall be entitled to a casting vote in addition to any other vote he may have.

22. No poll shall be demanded on the election of a chairman or on a question of adjournment. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs but not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

23. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

24. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

## VOTES OF MEMBERS

25. Subject to Articles 4 and 26 every member being an Owner shall have one vote and the Superior ~~Lessee~~ *tenant* whilst a member shall have one vote in respect of each flat let at a rack rent or for the time being unlet.
26. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company under the terms of the lease under which he holds his flat have been paid.
27. Votes may be given on a poll either personally or by proxy. On a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote. A proxy need not be a member.
28. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
29. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## DIRECTORS

30. Until otherwise determined by ordinary resolution the number of directors shall not be subject to any

maximum but shall be not less than two.

31. The first directors shall be the subscribers to the Memorandum of Association.

32. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by the Articles and a meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

#### APPOINTMENT AND RETIREMENT OF THE DIRECTORS

33. At the first annual general meeting all the directors shall retire from office and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to, but not exceeding, one-third shall retire from office.

34. Subject to the provisions of the Act the directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed as directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

35. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost.

36. No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless -

- (a) he is recommended by the directors; or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been

given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would (if he were so appointed or re-appointed) be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or re-appointed.

37. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or re-appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or re-appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors.

38. Subject as aforesaid the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.

39. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

40. Subject as aforesaid a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

41. The office of a director shall be vacated if -

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited

- by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either -
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (d) he resigns his office by notice to the Company; or
  - (e) he ceases to be a member of the Company.

#### PROCEEDINGS OF DIRECTORS

42. Subject to the provisions of the Articles the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

43. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two.

44. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing director or directors may act only for the purpose of filling vacancies or of calling a general meeting.

45. The directors may appoint one of their number to

be the chairman of the directors and may at any time remove him from that office. Unless he is willing to do so the director so appointed shall preside at every meeting of the directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes of the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

46. All acts done by a meeting of the directors, or of a committee of the directors, or by any person acting as a director, shall, notwithstanding that it be said afterwards that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

47. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of the directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.

#### SECRETARY

48. Subject to the provisions of the Act the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by the directors.

#### MINUTES

49. The directors shall cause minutes to be made and books kept for the purpose -

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the Company and of the directors and of committees of the directors including the names of the directors present at each such meeting.

#### THE SEAL

50. The seal shall only be used by the authority of the directors or of a committee of directors authorised

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by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

#### ACCOUNTS

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51. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

#### NOTICES

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52. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

53. The Company may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

54. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

55. Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary be proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

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Names and Addresses of Subscribers

---

*P. Mansukhani*

SUNDER MANSUKHANI  
183-185 Bermondsey Street,  
London, SE1 3UW.

*John P. Dench*

JOHN P. DENCH  
183-185 Bermondsey Street,  
London, SE1 3UW.

---

DATED 19th Sept 1986

WITNESS to the above signatures :-

*M. Shaikh*

MANZoor M. SHAIKH  
183-185 Bermondsey Street,  
London, SE1 3UW.



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

**10**

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

Name of company

\* insert full name  
of company

**\*67 CADOGAN SQUARE COMPANY LIMITED**

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

183-185 Bermondsey Street	
London	
Postcode	SE1 3UW

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
---

STEPHEN COX LAW SERVICES LTD	
183-185 Bermondsey Street	
London	Postcode SE1 3UW

Number of continuation sheets attached (see note 1)

--

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

STEPHEN COX LAW SERVICES  
LTD

01-407 1982


For official Use  
General Section

Post room



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 (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation	
SUNDER MANSUKHANI		Director	
Previous name(s) (note 3)		Nationality	
Address (note 4)		British	
183-185 Bermondsey Street		Date of birth (where applicable)	
London	Postcode SE1 3UW	(note 6)	
Other directorships †			
STEPHEN COX LAW SERVICES LTD.			
STEPHEN COX & CO. (LEGAL SERVICES) LIMITED			
STEPHEN COX & CO. (MICROFILMING) LIMITED			
SOLICITORS & GENERAL TYPEWRITING CO., LIMITED			
I consent to act as director of the company named on page 1			
Signature 		Date 19.9 1986	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

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old block lettering

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 3 & 7)		
JOHN PENGELLY DENCH		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
183-185 Bermondsey Street		
London	Postcode	SE1 3UW
I consent to act as secretary of the company named on page 1		
Signature	<i>John P. Dench</i>	Date 19.9. 1986

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
	Postcode	
I consent to act as secretary of the company named on page 1		
Signature	Date	

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scribers

<i>P. name</i>	
Signature of agent on behalf of subscribers	Date 19.9. 1986

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Signed	Date
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Signed	Date
Signed	Date
Signed	Date
Signed	Date

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## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2062172

I hereby certify that

67 CADOGAN SQUARE COMPANY LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

7TH OCTOBER 1986

A handwritten signature in cursive script.

MISS A EURNG

an authorised officer