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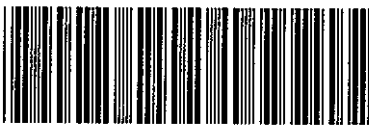
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3053677

The Registrar of Companies for England and Wales hereby certifies that  
MARINE BASIN MANAGEMENT COMPANY LIMITED

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

Given at Companies House, Cardiff, the 5th May 1995



\*N03053677I\*

A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

G

COMPANIES FORM No. 12

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

12

Please do not  
write in  
this margin

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

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

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

Name of company

\* MARINE BASIN MANAGEMENT COMPANY LIMITED

\* insert full  
name of Company

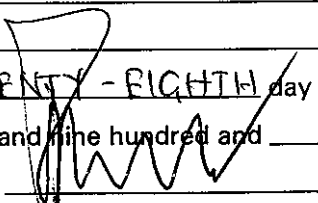
I, J. ROUND FOR AND ON BEHALF OF YORK PLACE COMPANY SECRETARIES LIMITED  
of 12 YORK PLACE, LEEDS, LS1 2DS


† delete as  
appropriate

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 LEEDS

Declarant to sign below

the TWENTY - EIGHTH day of APRIL  
One thousand nine hundred and NINETY FIVE  
before me 

  
(for and on behalf of York Place  
Company Secretaries Limited)

~~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):

York Place Company Services Ltd  
12 York Place  
Leeds LS1 2DS  
Tel: 0532-420222

For official Use

New Companies Section

Post room

## Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ



CHA9

This form should be completed in black.

# 10

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

Company name (in full)

**CN**

For official use ☐

MARINE BASIN MANAGEMENT COMPANY  
LIMITED

Registered office of the company on incorporation.

**RO**

4-10 NEW STATION STREET

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode LS1 5DL

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

☒

Name YORK PLACE COMPANY SERVICES

**RA**

LIMITED

12 YORK PLACE

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode LS1 2DS

Number of continuation sheets attached

☐ 1

To whom should Companies House direct any enquiries about the information shown in this form?

YORK PLACE COMPANY SERVICES LIMITED

12 YORK PLACE.

LEEDS

Postcode LS1 2DS

Telephone (0113) 242 0222.

Extension —

**Company Secretary** (See notes 1 - 5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature****Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature****CS** MR

COLIN GRAHAM

ROBERTS

**AD**

4-10 NEW STATION STREET

LE

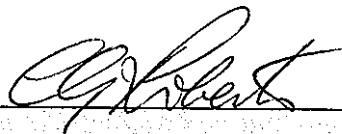
Post town LEEDS

County/Region WEST YORKSHIRE

Postcode LS1 5DL Country ENGLAND

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

Signed



Date 25/4/95

**CD**

MR

COLIN GRAHAM

ROBERTS

**AD**

4-10 NEW STATION STREET

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode LS1 5DL Country ENGLAND

**DO**

300446

Nationality **NA** BRITISH**OC**

SURVEYOR

**OD**

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

Signed



Date 25/4/95

**Directors** (continued)

(See notes 1 - 5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature**

Delete if the form  
is signed by the  
subscribers.

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

CD	MR
JAMES GEDFREY	
LINNEKER	
AD	4-10 NEW STATION STREET
Post town LEEDS	
County/Region WEST YORKSHIRE	
Postcode LS1 5DL	
Country ENGLAND	
DO	22 07 26
Nationality NA BRITISH	
OC	OFFICE MANAGER
OD	
I consent to act as director of the company named on page 1	
Signed	J. G. Linneker
Date	25/4/95

Signature of agent on behalf of all subscribers

Date

25/4/95

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Notes

- 1 Show for an individual the full forenames **NOT INITIALS** and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years** when the person was a director was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

Company name(in full)

MARINE BASIN MANAGEMENT
COMPANY LIMITED

**Company Secretary** (See notes 1-5)

Name                      \*Style/Title

Forenames

Surname

\*Honours etc


Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the registered  
or principal office address.

Consent signature

CS		
York Place Company Secretaries Limited		
AD	12 York Place	
Post town	Leeds	
County/Region	West Yorkshire	
Postcode	LS1 2DS	Country England
I consent to act as secretary of the company named on page 1		
Signed		
		Date 25/4/90

for and on behalf of York Place Company Secretaries Limited

Presented by:

YORK PLACE COMPANY SERVICES LTD		
12 YORK PLACE, LEEDS, W YORKS		
LS1 2DS		
0532-420222		Postcode
Telephone		Extension



124  
602

**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF**

**MARINE BASIN MANAGEMENT COMPANY LIMITED**



3053677.

1. The name of the Company is "MARINE BASIN MANAGEMENT COMPANY LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The Company's objects are:-

(a) To manage administer and deal with flats buildings and real property either on its own account or as trustee nominee or agent of any other company or person

(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 sell exchange improve mortgage charge rent let on lease hire surrender licence accept surrenders of and otherwise acquire and deal with any freehold leasehold or other property chattels and effects erect pull down repair alter develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business

(d) To purchase or otherwise acquire all or any part of the business or assets of any person firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares stocks debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired

(e) To apply for purchase or otherwise acquire any patents licences or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to grant rights thereout

(f) To sell let licence develop or otherwise deal with the undertaking of all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares debentures or securities of or interests in any other company

(g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem desirable

(h) To lend money to such persons upon such terms and with or without security and subject to such conditions as may seem desirable

(i) To guarantee the payment of any debentures debenture stock bonds mortgages charges obligations interest dividends securities moneys or shares of the performance of contracts or engagements or any other company or persons and to give indemnities and

264529

guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person persons firm or company having for its objects similar objects to those of this Company or any of them

(j) 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 charged upon all or any of the Company's property both present and future including its uncalled capital and to re-issue any Debentures at any time paid off

(k) To draw make accept endorse discount execute and issue promissory notes bills of exchange debentures warrants and other negotiable documents

(l) To purchase subscribe for or otherwise acquire and hold shares stocks or other interests in or obligations of any other company or corporation

(m) To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business

(n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission

(o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company

(p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons

(q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections

(r) To distribute any property of the Company in specie among the members

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

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause

4. The liability of the members is limited

5. The Company's Share Capital is ~~£104~~<sup>£124</sup> divided into ~~104~~<sup>124</sup> Shares of £1 each

The shares in the original or any increased capital may be divided into several classes and there may be attached to any such class any preferential deferred or other special rights privileges conditions or restrictions as to dividend capital voting or otherwise

*Handwritten:*  
X *initials* X  
X *clerk* X

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 and Addresses of Subscribers

Number of shares taken  
by each Subscriber

*Signed on  
behalf of  
Bellway*  
Bellway Urban Renewals (New Homes) Limited  
Compass House  
Neville Street  
Chadderton  
Oldham

~~5~~ 61

*X* Signed on behalf of the company *X*

Colin Graham Roberts  
4/10 New Station Street  
Leeds

1

*X* *Colin Graham Roberts* *X*

DATED this

*first*

day of

*March*

1995

Witness to the above Signatures:-

*Name*

*A Vaughan*

*Address*

*52 High Green Road  
Althofts  
Normanton  
West Yorkshire  
WF6 2LQ.*

*Occupation*

*Secretary.*

# **THE COMPANIES ACT 1985**

## **PRIVATE COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION OF**

### **MARINE BASIN MANAGEMENT COMPANY LIMITED ✓**

1. Except insofar as inconsistent with the provisions hereinafter contained Table A in the Schedule to the Companies Act (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter called "Table A") shall apply to the Company.

2. In these Articles except where the context otherwise requires:-

(a) The expressions "the Landlord" "the Entire Property" "the Demised Premises" and "Flat" in relation to a Flat have the meanings respectively assigned to them in the draft Lease which has been marked "A" and signed for the purposes of identification by Shulmans

(b) The expression "the Leases" means the leases granted or intended to be granted in respect of individual Flats in the form of the said draft lease marked "A" or as near thereto as circumstances may permit

3. Regulation 24 of Table A shall not apply

4. The shares in the Company numbered 1, 3, 5, 7, 9, 11, 13, 15, 17, 19, 21, 23, 25, 27, 29, 31, 33, 35, 37, 39, 41, 43, 45, 47, 49, 51, 53, 55, 57, 59, 61, 63, 65, 67, 69, 71, 73, 75, 77, 79, 81, 83, 85, 87, 89, 91, 93, 95, 97, 99, 101, 103, 105, 107, 109, 111, 113, 115, 117, 119, 121, 123 and 124 shall be allocated in the manner set out in regulation 11(b) hereof

5. There shall as soon as may be made such transfers of shares and allotments as shall ensure that the Owner of each Flat holds whether by transfer or allotment in respect of such Flat one share in the Company being one of the shares allocated to that Flat as aforesaid and that no person who is neither the Owner of a Flat nor entitled to the reversion expectant upon the determination of the leases as aforesaid holds any shares in the Company

6. The other share allocated to each Flat as appears in Regulation 11(b) hereof shall be transferred or allotted to the Owner of each Flat within 6 months of the grant of the last of the Leases to be granted or as the Landlord shall direct.

7. If a Flat Owner takes a Lease or an Assignment thereof in respect of a Flat after the Company acquires the freehold of the land in respect of which the Flat forms part two shares in the Company (or one only if the Landlord shall direct) shall forthwith be allotted or transferred to its Owner but no allotments or transfers other than those required by Regulation 8 hereof shall be made while this part of these Articles applies unless the Company shall have implemented Regulation 6 hereof.

8. (a) Shares shall be transferred and may only be transferred upon or immediately before a change in the ownership of the Flat or reversion in respect of which they are held and to the person becoming or about to become upon such change the Owner of such Flat or entitled to such reversion

(b) The price to be paid upon the transfer of shares shall in default of agreement between the transferor and transferee be their nominal value

(c) If the holder of shares refuses or neglects to transfer them in accordance with this regulation the Chairman for the time being of the Board of Directors or failing him one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of that holder with full power in his name and on his behalf to execute complete and deliver a transfer of his shares to the person to whom they should be transferred hereunder and the company may receive and give a good discharge for the purchase money and enter the name of the transferee in the Register of Members as the holder by transfer of the said shares

9. If more than one person is jointly the Owner of a Flat or entitled to such reversion as aforesaid such person shall jointly hold the corresponding shares in the Company but shall have only one vote in respect of each of such shares whether as members or Directors which shall be cast by the holder whose name first appears in the Register of Members

10. The provisions of Table A as to the appointment rotation and removal of Directors shall not apply. Until all of the Leases have been granted the Directors of the Company shall be COLIN GRAHAM ROBERTS and JAMES GEOFFREY LINNEKER. Thereafter unless the Landlord otherwise directs all the members of the Company for the time being shall be its Directors provided that a member being a body corporate shall not be a Director but shall appoint a natural person to be a Director

11. (a) The members of the Company shall from time to time and whenever called upon so to do by the Company pay to the Company the proportion specified in Regulation 11(b) of the costs and expenses incurred by the Company in carrying out its obligations in respect of the Flats and/or the Entire Property under the Leases or otherwise or in doing such other things as the Company may deem to be necessary or desirable in respect of the Flats and/or the Entire Property

(b) The rateable proportion payable under this regulation in respect of each of the two shares and the Flat to which they are allocated shall be as follows:-

Serial Number of Shares	Number of Flat	Proportion Payable
1-2	1	1.572%
3-4	2	1.572%
5-6	3	1.572%
7-8	4	1.572%
9-10	5	1.572%
11-12	6	1.572%
13-14	7	1.572%
15-16	8	1.572%
17-18	9	1.572%
19-20	10	1.572%
21-22	11	1.572%
23-24	12	1.572%
25-26	13	1.572%
27-28	14	1.572%
29-30	15	1.572%
31-32	16	1.572%
33-34	17	1.572%
35-36	18	1.572%
37-38	19	1.572%
39-40	20	1.572%
41-42	21	1.572%
43-44	22	1.572%
45-46	23	1.572%
47-48	24	1.572%

49-50	25	1.572%
51-52	26	1.572%
53-54	27	1.572%
55-56	28	1.572%
57-58	29	1.572%
59-60	30	1.572%
61-62	31	1.572%
63-64	32	1.572%
65-66	33	1.572%
67-68	34	1.572%
69-70	35	1.572%
71-72	36	1.572%
73-73	37	1.572%
75-76	38	1.572%
77-78	39	1.572%
79-80	40	1.572%
81-82	41	1.572%
83-84	42	1.572%
85-86	43	1.572%
87-88	44	1.572%
89-90	45	1.638%
91-92	46	1.638%
93-94	47	1.638%
95-96	48	1.638%
97-98	49	1.638%
99-100	50	1.638%
101-102	51	1.638%
103-104	52	1.638%
105-106	53	1.638%
107-108	54	1.638%
109-110	55	1.638%
111-112	56	1.638%
113-114	57	1.638%
115-116	58	1.638%
117-118	59	1.638%
119-120	60	1.638%
121-122	61	1.638%
123-124	62	1.638%

---

**PROVIDED** however that any one of these aforementioned shares once allotted or transferred to the Owner of one of the Flats shall immediately attract payment of the proportion of such costs and expenses as aforesaid notwithstanding that the second such share has not yet been allotted or transferred to such Owner (and notwithstanding that **BELLWAY URBAN RENEWALS (NEW HOMES) LIMITED** or his nominee may have been allotted any of the second such shares) and **PROVIDED FURTHER THAT** the said proportion shall not become payable by the holder of such share or shares until such time as the Lease of the Flat to which such share relates has been granted

(c) Each member of the Company shall be entitled (but so long only as he is the Owner of the Flat to which his share or shares are allocated) to take credit against his obligations under this regulation for any sums paid to the company by him or on his behalf pursuant to any provision contained in one of the Leases of the Flats granted to him whereby the owner or lessee is expressed to be under any liability to contribute to any such costs and expenses or to be liable to indemnify the Landlord against any part thereof or is required to make payments on account of any such liability

12. If at any time and so long as the effect of these Articles would (but for this regulation) be to require a share in the Company to be allotted or transferred to or held by the Landlord then and in every such case this Part of these Articles shall be so interpreted as to substitute for the Landlord (as regards the allotment or transfer to it or the holding by it of such a share) David Paul.

13. In Regulation 1 of Table A the words "and in any Articles adopting the same" shall be inserted immediately after the word "regulations" where it first occurs

14. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted

15. Any regulation in Table A in relation to conversion of shares into stock shall not apply

16. In sub-clause (b) of Regulation 46 of Table A for the words "at least two members" there shall be substituted the words "any member" and sub-clauses (c) and (d) of the said regulation shall not apply

17. Regulations 85 and 86 of Table A shall not apply. Any Director or any company or firm of which a Director is a member may enter into contracts with the Company and any Director may vote as Director or shareholder in respect of such contract and retain for his own use profits made by him under any such contract Provided always that unless he is at the time sole Director he must disclose his interest to his co-Directors before the contract is entered into and if he is at the time sole Director or if all the Directors are interested in the contract the contract must be entered into by the Company in General Meeting and before the contract is entered into the Director or Directors must disclose his or their interest at the meeting. This proviso does not apply to the Leases referred to in Clause 2 hereof. A general notice to the Directors given at a meeting of the Directors by any Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient disclosure of interest in regard to any contract so made.

18. No Director shall at any time be required to retire or vacate his office of Director or be ineligible for re-appointment as Director by reason of his attaining or having attained the age of seventy or any other age and Regulation 81 of Table A shall in its application to the Company be modified accordingly

19. (a) Every Member present in person or by proxy at a General Meeting shall have one vote or as the Landlord shall direct PROVIDED that until leases have been granted in respect of all of the Flats those Members who are subscribers to the Memorandum of Association shall, either jointly if there is more than one such Member, or alone if there is only one such Member, have three votes in respect of every Flat in addition to their own vote or votes as Member.

(b) Regulation 54 of Table A shall not apply to the Company

20. Nothing in these Articles shall prohibit the Landlord procuring that the shares mentioned in Article 6 shall be transferred to a Housing Association or other managing agency for the purpose of taking over the Landlord's and/or the Company's rights and obligations under the Leases

---

Names and Addresses of Subscribers

---

Bellway Urban Renewals (New Homes) Limited  
Compass House  
Neville Street  
Chadderton  
Oldham

*Signed -  
behalf of  
Bellway* X  X  
Signed on behalf of the company

Colin Graham Roberts  
4/10 New Station Street  
Leeds

X  X

---

DATED this *first* day of *March* 1995

Witness to the above Signatures:-

Name *X A Vaughan*  
Address *52 High Green Road  
Aldofts  
Normanton  
West Yorkshire  
WF6 2LQ*  
Occupation *Secretary*