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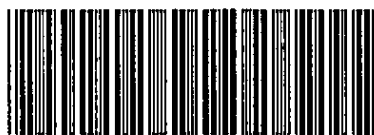
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6300337

The Registrar of Companies for England and Wales hereby certifies that
50 DURBAN ROAD WEST 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 3rd July 2007



N063003379



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Please complete in typescript,
or in bold black capitals

CHFP021

Declaration on application for registration

6300337

Company Name in full

50 DUREAN ROAD WEST LIMITED

I, Paul Anthony Holloway

of 1 Bedford Row, London WC1R 4BZ

† Please 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 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835

Declarant's signature

Paul A Holloway

Declared at 4 BEDFORD ROW, LONDON WC1R 4DF

Day Month Year

On 27 06 2007

• Please print name

before me •

STEPHEN DAVID GAWNE

Signed

[Signature]

Date

27-06-07

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

GREGORY ROWCLIFFE MILNERS (REF. A/JH/17951/0001)

1 BEDFORD ROW, LONDON WC1R 4BZ

Tel 020-7242 0631

DX number 95

DX exchange LONDON/CHANCERY LANE

THURSDAY



A19 28/06/2007 568
COMPANIES HOUSE

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Please complete in typescript,
or in bold black capitals

CHFP021

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

50 DURBAN ROAD WEST LIMITED

Proposed Registered Office

1 Bedford Row

(PO Box numbers only, are not acceptable)

Post town

London

County / Region

Postcode

WC1R 4BZ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address



Agent's Name

Gregory Rowcliffe Milners

Address

1 Bedford Row

Post town

London

County / Region

Postcode

WC1R 4BZ

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record

Gregory Rowcliffe Milners (Ref: A/JH/17951/0001)

1 Bedford Row, London WC1R 4BZ

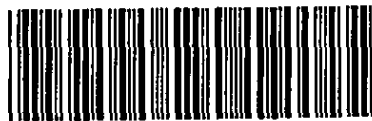
Tel **020-7242 0631**

DX number **95**

DX exchange

London/Chancery Lane

THURSDAY



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28/06/2007

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COMPANIES HOUSE

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DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Company name

50 DURBAN ROAD WEST LIMITED

NAME

*Style / Title

*Honours etc

Forename(s)

Surname

S.C.R. Secretaries Limited

Previous forename(s)

Previous surname(s)

Address **††**

1 Bedford Row

Post town

London

County / Region

Postcode

WC1R 4BZ

Country

United Kingdom

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

Consent signature

*pp S.C.R. Secretaries Limited
Paul A. Holloway Director*

Date

27th June 2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

Mr

*Honours etc

Forename(s)

Paul Anthony

Surname

Holloway

Previous forename(s)

Previous surname(s)

Address **††**

Hotley Bottom Farm

Hotley Bottom Lane, Prestwood

Post town

Great Missenden

County / Region

Buckinghamshire

Postcode

HP16 9PL

Country

England

Day Month Year

Date of birth

2 | 4 | 0 | 1 | 1 | 9 | 4 | 3

Nationality

British

Business occupation

Solicitor

Other directorships

S. C. R. Secretaries Limited

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

Consent signature

Paul A Holloway

Date

27th June 2007

Please list directors in alphabetical order

* Voluntary details

↑↑ Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME	*Style / Title		*Honours etc	
	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
	Address ††			
	Post town			
	County / Region		Postcode	
	Country			
	Date of birth	<div>Day</div> <div></div>	<div>Month</div> <div></div>	<div>Year</div> <div></div> <div></div> <div></div> <div></div> <div></div>
			Nationality	
	Business occupation			
	Other directorships			
	I consent to act as director of the company named on page 1			
	Consent signature		Date	

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association)

[illegible]

Notes

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

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and 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

Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 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

- 3 Directors details

- Show for each individual director the director's 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 person 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, or

- 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, which should include the company's number and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors

832358

COMPANIES ACT 1985

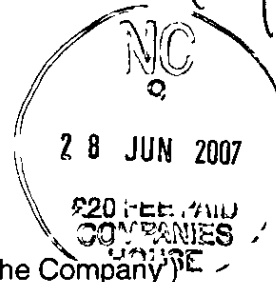
Company limited by guarantee

MEMORANDUM OF ASSOCIATION

OF

50 DURBAN ROAD WEST LIMITED

069810/20.



- 1 The name of the company is 50 DURBAN ROAD WEST LIMITED ('the Company')
- 2 The registered office of the Company is to be situated in England
- 3 The objects for which the Company is established are
 - 3 1 to acquire and hold a freehold interest in the property known as 50 Durban Road West, Watford, Hertfordshire WD18 7DR ('the Property') and to administer, manage, repair, decorate, maintain and insure the Property and to provide and arrange for the provision of services to the lessees of flats forming part of the Property,
 - 3 2 to sell, let, license, take on, lease, hire, exchange or otherwise dispose of or acquire any real or personal property of any kind that is appropriate or convenient for the proper discharge or conduct of the business of the Company,
 - 3 3 to borrow or raise money in such manner and in such amounts and upon such terms as the Company may think fit and to give security for such sums in any form,
 - 3 4 to lend money to any person or company with or without security and to invest the money and assets of the Company in any form of investment, and to place money at interest on any terms or to use any such assets in the purchase of any property whether or not income bearing,
 - 3 5 to effect insurance against any risk to which the Company, any property of the Company, any lessee of any flat forming part of the Property, or any person employed by the Company or any officer of the Company may be subject;
 - 3 6 to undertake and execute any trust or discretion, and to act as trustee, in relation to

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COMPANIES HOUSE

any sums paid to the Company,

- 3 7 to purchase or otherwise acquire, construct, equip, maintain and adopt any premises or other installations and any plant or machinery and other things which may seem necessary or convenient for the purposes of the Company
- 3 8 generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them
- 4 The liability of the members is limited
- 5 No person (other than a subscriber to this memorandum) shall be a member of the Company unless he is qualified to be so in accordance with the Articles of Association of the Company from time to time
- 6 Every member of the Company undertakes to contribute such amount as may be required not exceeding £1 (one pound) to its assets, in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company, contracted before he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 7 The Company shall not have power to pay or declare any dividend or bonus or make any distribution of any assets to the members except on a winding up provided that nothing in this cause shall prevent the payment of proper remuneration of fees to any person employed by or services to the Company nor the payment of interest at a rate not exceeding 10% a year on money lent by a member to the Company

I, the person whose name and address is subscribed, wish to be formed into a company in pursuance of this memorandum of association

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Paul A. Holloway
(PAUL A. HOLLOWAY)

1, Bedford Row,

London WC1R 4BZ

Solicitor

Dated this 27th day of June 2007

Witness to the above signature -

S Talson

SALLY JOHNSON
14 AMBROSE CLOSE
CRAYFORD
KENT DA1 4TS
SECRETARY

COMPANIES ACT 1985

Company limited by guarantee

REGULATIONS

OF

50 DURBAN ROAD WEST LIMITED

1 Definitions and interpretation

1 1 In these regulations

1 1 1 'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

1 1 2 'the regulations' means the regulations of the Company,

1 1 3 'clear days' in relation to the period of a 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,

1 1 4 'Company' means this company, 50 DURBAN ROAD WEST LIMITED

1 1 5 'Council' means the council of management of the Company appointed under the regulations and 'Council Member' means a member of the Council,

1 1 6 'executed' includes any mode of execution,

1 1 7 'Flat Lease' means a lease or underlease of a flat forming part of the Property

1 1 8 'Flat Owner' means the owner for the time being of a Flat Lease (and includes a person who is entitled to be registered at the Land Registry as owner of a Flat Lease) and who (in the unfettered opinion of the Council) in respect of the flat of which he is the Flat Owner is responsible for paying service charges to the Company and contributing to the structure of the Property,

1 1 9 'office' means the registered office of the Company,

1 1 10 'Property' has the same meaning as in the memorandum of association,

1 1 11 'the seal' means the common seal of the Company (if any),

1 1 12 '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,

1 1 13 'the United Kingdom' means Great Britain and Northern Ireland

1 2 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

1 3 Unless the context otherwise requires

1 3 1 Words importing any gender includes all genders and

1 3 2 Words importing the singular shall include the plural and vice-versa

2 Membership

2 1 The subscriber(s) to the memorandum of association shall be entered in the register of members

2 2 Subject to these regulations any party wishing to apply for membership of the Company shall apply to the Council to become such a member and the Council shall have an unfettered discretion to accept or reject such application but it shall reject such an application if there is already a member of the Company who is a Flat Owner in respect of the flat in respect of which such application is made and shall accept (subject to the remaining regulations) any application from a Flat Owner who shall apply for membership of the Company in respect of the flat of a former member of the Company

2 3 No person other than the following may be a member of the Company

2 3 1 the subscriber(s) to the memorandum of association, or

2 3 2 a Flat Owner

2 4 A member of the Company will cease to be a member in the following circumstances

2 4 1 if he is a subscriber to the memorandum of association, unless he is a Flat Owner, immediately after other members are admitted to membership of the Company

2 4 2 if he is a Flat Owner, on the transfer or transmission of his Flat Lease, or

2 4 3 if in the unfettered discretion of the Council it determines by resolution that he is not the party wholly or mainly responsible for paying service charges to the Company or contributing to the structure of the Property

2 5 A Flat Owner may not cease to be a member of the Company except in accordance with regulation 2 4

2 6 Where two or more persons are the lessees under a Flat Lease they together constitute one member, and the person first named in the register of members may exercise all voting and other rights and powers vested in that member to the exclusion of the other lessees All such lessees shall be subject jointly and severally to any liability imposed on that member under or pursuant to these regulations

2 7 Where a person is a Flat Owner under more than one Flat Lease he shall (except where any regulation provides otherwise) be treated under the regulations as a separate member in respect of each of his several capacities as Flat Owner

2 8 The personal representative or trustee in bankruptcy of a member of the Company who has died or who is bankrupt and who is registered or entitled to be registered at the Land Registry as the owner of a Flat Lease may, upon such evidence being produced as the Council Members may properly require, elect by written notice to the Company to become a member of the Company in place of the deceased or bankrupt member Such a personal representative or trustee in bankruptcy shall have all the rights and be subject to all the liabilities to which he would be entitled and be subject if he were a member of the Company except that he shall not, before being registered as a member of the Company, be entitled to vote at any meeting of the Company

3 General meetings

3 1 All general meetings other than annual general meetings shall be called

extraordinary general meetings

- 3 2 The Council Members 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 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Council Members to call a general meeting, any Council Member or any member of the Company may call a general meeting.

4 Notice of general meetings

- 4 1 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 Council Member shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed.

- 4 1 1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat, and

- 4 1 2 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.

Subject to the provisions of the regulations and to any restrictions imposed on any shares, the notice shall be given to all the members and to the Council Members and auditors (if any).

- 4 2 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.

5 Proceedings at general meetings

- 5 1 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum, unless there shall be only one member when that member shall be a quorum.
- 5 2 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 Council Members may determine. If there is no quorum at such adjourned meeting then such meeting shall be dissolved.
- 5 3 The chairman, if any, of the Council or in his absence some other Council Member nominated by the Council Members shall preside as chairman of the meeting, but if neither the chairman nor such other Council Member (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be chairman of the meeting and, if there is only one Council Member present and willing to act, he shall be chairman of the meeting.
- 5 4 If no Council Member is willing to act as chairman of the meeting, or if no Council Member is present within 15 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 of the meeting.
- 5 5 A Council Member shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 5 6 The chairman of the meeting 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 14 days or more, at least 7 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

5 7 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

5 7 1 by the chairman of the meeting, or

5 7 2 by at least 2 members having the right to vote at the meeting, or

5 7 3 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

5 8 Unless a poll is duly demanded a declaration by the chairman of the meeting 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

5 9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting 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

5 10 A poll shall be taken as the chairman of the meeting 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

5 11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have

5 12 A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting

directs 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.

5 13 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 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

5 14 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.

6 Votes of members

6 1 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, and regulation 2 7 shall not apply.

6 2 On a poll every member shall have one vote and regulation 2 7 shall apply.

6 3 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 Council 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 regulations 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

6 4 No member shall be entitled to cast a vote either on a show of hands or on a poll

6 4 1 when he is not qualified to be a member of the Company under regulation 2 2, or

6 4 2 when any sum demanded from him under regulation 19 has not been paid to the Company within fourteen days of the date on which it was due

6 5 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive

6 6 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council Members may approve)

50 DURBAN ROAD WEST LIMITED

I/We, _____, of _____

being a member/members of the above-named company, hereby appoint

_____, of _____

_____, or failing him,

of _____, as my/our proxy to vote in my/our name[s]

and on my/our behalf at the annual/extraordinary general meeting of the company to be held on _____

20 _____, and at any adjournment thereof

Signed on _____ 20 _____

(Signature)

6 7 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve)

50 DURBAN ROAD WEST LIMITED

I/We _____, of

being a member/members of the above-named company, hereby appoint

_____, of

_____, or failing him,

of _____, as my/our proxy to vote in my/our name[s]

and on my/our behalf at the annual/extraordinary general meeting of the company to be held on

20 _____, and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 *for *against

Resolution No 2 *for *against

* Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed on _____ 20

(Signature)

6 8 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the

Council may

- 6 8 1 be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- 6 8 2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
- 6 8 3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Council Member,
- 6 8 4 where the poll is taken forthwith, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to the secretary or to any Council Member,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

- 6 9 Any question regarding the validity of an instrument of proxy shall be determined by the chairman of the meeting at which the poll was demanded and failing him by the Council
- 6 10 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

7 Number of Council Members

Unless otherwise determined by ordinary resolution, the number of Council Members shall not exceed the number of Flat Leases and there may be a sole Council Member

8 Alternate Council Members

- 8 1 Any Council Member (other than an alternate Council Member) may appoint any other Council Member, or any other person approved by resolution of the Council and willing to act, to be an alternate Council Member and may remove from office an alternate Council Member so appointed by him
- 8 2 An alternate Council Member shall be entitled to receive notice of all meetings of the Council and of all meetings of committees of Council of which his appointor is a member, to attend and vote at any such meeting at which the Council Member appointing him is not personally present, and generally to perform all the functions of his appointor as a Council Member in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Council Member. But it shall not be necessary to give notice of such a meeting to an alternate Council Member who is absent from the United Kingdom
- 8 3 An alternate Council Member shall cease to be an alternate Council Member if his appointor ceases to be a Council Member
- 8 4 Any appointment or removal of an alternate Council Member shall be by notice to the Company signed by the Council Member making or revoking the appointment or in any other manner approved by the Council
- 8 5 Save as otherwise provided in these regulations, an alternate Council Member shall be deemed for all purposes to be a Council Member and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Council Member appointing him

9 Powers of Council Members

- 9 1 Subject to the provisions of the Act, the memorandum and these regulations and to any directions given by special resolution, the business of the Company shall be managed by the Council who may exercise all the powers of the Company. No alteration of the memorandum or regulations and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not

been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the regulations and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

- 9.2 The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

10 Delegation of the Council's powers

The Council may delegate any of their powers to any committee consisting of one or more Council Members. They may also delegate to any managing Council Member or any Council Member holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Council Members may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the regulations regulating the proceedings of the Council so far as they are capable of applying.

11 Appointment and retirement of Council Members

- 11.1 Every Council Member must be a natural person and subject to regulation 11.2 every Council Member must be a member of the Company (unless he is a person who is registered as a first director of the Company in which event unless he is himself a Flat Owner he shall forthwith cease to be a Council Member on the appointment of other Council Members).
- 11.2 Each member of the Company upon his admission to membership of the Company shall (subject to regulation 12) be and shall to have been appointed by all the members of the Company as, a Council Member. A member of the Company which is a body corporate shall appoint a natural person to be a Council Member. If two or more persons jointly are the lessees under a Flat Lease they shall nominate one only of themselves to be a Council Member and until such a nomination is made the person whose name appears first in the register of members shall be a Council Member. Where a person is a Flat Owner under more than one Flat Lease he shall only have one vote in right of his membership of the Council and regulation 2.7 shall

not apply

- 11 3 If a Council Member is disqualified or removed as a Council Member under Regulation 12 the Council may resolve to reappoint him or appoint one of his joint lessees as a Council Member in his place but so that there may be no more than one Council Member in respect of each Flat Lease

12 Disqualification and removal of Council Members

The office of a Council Member shall be vacated if

- 12 1 he ceases to be a Council Member by virtue of any provision of the Act or he becomes prohibited by law from being a Council Member, or
- 12 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 12 3 he is, or may be, suffering from mental disorder and either
- 12 3 1 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
- 12 3 2 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
- 12 4 he resigns his office by notice to the Company, or
- 12 5 he shall for more than 6 consecutive months have been absent without permission of the Council from meetings of the Council held during that period (and he shall not have been represented during such meetings by an alternate Council Member) and the Council resolve that his office be vacated

13 Remuneration of Council Members and expenses

No Council Member shall be entitled to any remuneration from the Company, but may be

reimbursed the amount of necessary expenses incurred in the exercise of his office

14 Council Members' appointments and interests

14 1 Subject to the provisions of the Act, and provided that he has disclosed to the Council the nature and extent of any material interest of his, a Council Member notwithstanding his office

14 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,

14 1 2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and

14 1 3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

14 2 For the purposes of regulation 14 1

14 2 1 a general notice given to the Council that a Council Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Council Member has an interest in any such transaction of the nature and extent so specified, and

14 2 2 an interest of which a Council Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

15 Proceedings of Council Members

15 1 Subject to the provisions of these regulations, the Council may regulate its proceedings as they think fit. A Council Member may, and the secretary at the request of a Council Member shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council Member 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. A Council Member who is also an alternate Council Member shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

- 15.2 The quorum for the transaction of the business of the Council may be fixed by the Council Members and unless so fixed at any other number shall be two unless there shall only be one Council Member when the quorum shall be one. A person who holds office only as an alternate Council Member shall, if his appointor is not present, be counted in the quorum.
- 15.3 The continuing Council Members or a sole continuing Council Member may act notwithstanding any vacancies in their number, but, if the number of Council Members (being more than one) is less than the number fixed as the quorum, the continuing Council Members or may act only for the purpose of filling vacancies or of calling a general meeting.
- 15.4 The Council may appoint one of their number to be the chairman of the board of the Council and may at any time remove him from that office. Unless he is unwilling to do so, the Council Member so appointed shall preside at every meeting of the Council at which he is present. But if there is no Council Member holding that office, or if the Council Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be chairman of the meeting and such person may exercise all the powers of the chairman at that meeting.
- 15.5 All acts done by a meeting of the Council, or of a committee of the Council, or by a person acting as a Council Member (including an alternate Council Member) shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or an alternate Council Member 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 Council Member and had been entitled to vote.

- 15 6 A resolution in writing signed by all the Council Members entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more Council Members, but a resolution signed by an alternate Council Member need not also be signed by his appointor and, if it is signed by a Council Member who has appointed an alternate Council Member, it need not be signed by the alternate Council Member in that capacity
- 15 7 A Council Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 15 8 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the regulations prohibiting a Council Member from voting at a meeting of the Council or of a committee of the Council
- 15 9 Where proposals are under consideration concerning the appointment of two or more Council Members to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Council Member separately and (provided he is not for another reason precluded from voting) each of the Council Members concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment
- 15 10 If a question arises at a meeting of the Council or of a committee of the Council as to the right of a Council Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Council Member other than himself shall be final and conclusive

16 Secretary

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

17 Minutes

The Council shall cause minutes to be made in books kept for the purpose

17 1 of all appointments of officers made by the Council, and

17 2 of all proceedings at meetings of the Company, and of the Council, and of committees of the Council, including the names of the Council Members present at each such meeting

18 The seal

The seal (if any) shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council Member and by the secretary or by a second Council Member.

19 Service charge deficit

If the Company is not fully reimbursed within fourteen days after the same shall have become due by payments received under the Flat Leases for the cost of performing its obligations and exercising its rights and powers under the Flat Leases the Company may require such payments to be made to it by members as are necessary to make good any deficit. Supplementary demands may be made if any member fails to meet the payment demanded. Regulation 2 8 shall apply to this regulation.

20 Accounts

20 1 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 Council Members or by ordinary resolution of the Company. Council Members shall have the right to inspect any accounting records or other book or document of the Company.

20 2 Except as required by the Act the Company need not have its accounts prepared, audited or certified by a qualified accountant or similar.

21 Notices

- 21 1 Any notice to be given to or by any person pursuant to the regulations shall be in writing except that a notice calling a meeting of the Council need not be in writing
- 21 2 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at the flat in the Property of which he is the Flat Owner or by leaving it at that address
- 21 3 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
- 21 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

22 Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a Council Member may otherwise be entitled, every Council Member or other officer (excepting the auditor of the Company or a person fulfilling a similar role as such auditor) shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Paul A. Holbury
(PAUL A. HOLLOWAY)

1, Bedford Row,
London WC1R 4BZ
Solicitor

Dated this 27th day of June 2007

Witness to the above signature -

S Talbot
SALLY JOHNSON
14 AMBROSE CLOSE
CRAYFORD
KENT DA14TS
SECRETARY