

**FILE COPY**



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

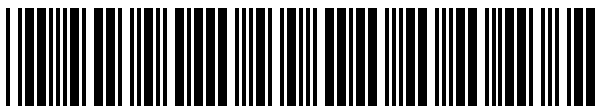
Company Number **14380333**

The Registrar of Companies for England and Wales, hereby certifies that

**QUEENS COURT (LEATHERHEAD) RESIDENTS MANAGEMENT  
COMPANY LTD**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **27th September 2022**



\*N14380333C\*



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

**IN01**(ef)

**Application to register a company**



Received for filing in Electronic Format on the: **26/09/2022**

*XBDC5G7C*

*Company Name in full:*

**QUEENS COURT (LEATHERHEAD) RESIDENTS MANAGEMENT COMPANY LTD**

*I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response*

*Company Type:*

**Private company limited by guarantee**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**2 ESHER ROAD HERSHAM  
WALTON-ON-THAMES  
UNITED KINGDOM KT12 4JY**

*Sic Codes:*

**98000**

## ***Proposed Officers***

---

### *Company Director      1*

Type: **Person**

Full Forename(s): **MR MICHAEL KEVIN**

Surname: **BICKNELL**

Service Address: **recorded as Company's registered office**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **\*\*/12/1954**      Nationality: **BRITISH**

Occupation: **DIRECTOR**

*The subscribers confirm that the person named has consented to act as a director.*

### *Company Director      2*

Type: **Corporate**

Name: **RUSHMON (HALLATON) LTD**

Principal / Business Address: **2 ESHER ROAD HERSHAM  
WALTON-ON-THAMES  
SURREY  
KT12 4JY**

### ***UK Limited Company***

Registration Number: **13610186**

*The subscribers confirm that the corporate body named has consented to act as a director.*

## ***Persons with Significant Control (PSC)***

---

---

**Statement of initial significant control**

---

**On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company**

---

## ***Individual Person with Significant Control details***

---

*Names:* **MR MICHAEL KEVIN BICKNELL**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **\*\*/12/1954** *Nationality:* **BRITISH**

*Service address recorded as Company's registered office*

*The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.*

*Nature of control*

**The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.**

## ***Relevant Legal Entity (RLE) details***

---

*Company Name:* **RUSHMON (HALLATON) LTD**

*Service Address:* **2 ESHER ROAD HERSHAM  
WALTON-ON-THAMES  
SURREY  
KT12 4JY**

*Legal Form:* **LIMITED COMPANY**

*Governing Law:* **ENGLAND AND WALES**

*Register Location:* **UNITED KINGDOM**

*Country/State:* **UNITED KINGDOM**

*Registration Number:* **13610186**

*Nature of control*

**The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.**



## ***Statement of Guarantee***

---

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

*Name:* **MICHAEL KEVIN BICKNELL**

*Address* **2 ESHER ROAD HERSHAM  
WALTON-ON-THAMES  
KT12 4JY**

*Amount Guaranteed* **GBP10**

*Name:* **RUSHMON (HALLATON) LTD**

*Address* **2 ESHER ROAD HERSHAM  
WALTON-ON-THAMES  
SURREY  
KT12 4JY**

*Amount Guaranteed* **GBP10**

## ***Statement of Compliance***

---

*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

*Name:* **MICHAEL KEVIN BICKNELL**  
*Authenticated* **YES**  
*Name:* **RUSHMON (HALLATON) LTD**  
*Authenticated* **YES**

---

## ***Authorisation***

*Authoriser Designation:* **subscriber** *Authenticated* **YES**

---

**COMPANY NOT HAVING A SHARE CAPITAL**

**Memorandum of Association of**

**QUEENS COURT (LEATHERHEAD) RESIDENTS MANAGEMENT**

**COMPANY LTD**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

<b>Name of each subscriber</b>	<b>Authentication</b>
MICHAEL KEVIN BICKNELL	Authenticated Electronically
RUSHMON (HALLATON) LTD	Authenticated Electronically

Dated: 26/09/2022

THE COMPANIES ACT 2006

---

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

- of -

**QUEENS COURT (LEATHERHEAD) RESIDENTS**

**MANAGEMENT COMPANY LTD**

---



[www.bakerskelly.com](http://www.bakerskelly.com)

Ref: AMEM/780

THE COMPANIES ACT 2006

---

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

- of -

**QUEENS COURT (LEATHERHEAD) RESIDENTS  
MANAGEMENT COMPANY LTD**

---

PRELIMINARY

- 1.1 The Articles hereinafter contained and the regulations contained in the Model Articles for Private Companies Limited by Guarantee in Schedule 2 to The Companies (Model Articles) Regulations 2008 ("the Model Articles") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.
- 1.2 Regulations 14, 19 and 21-22 of the Model Articles shall not apply to the Company.
- 1.3 In these Articles:-

**'Estate'** means land at Hallaton, Garlands Road, Leatherhead (currently being developed as Plots 1-9, Queens Court, Garlands Road, Leatherhead, Surrey KT22 7EX) as defined more particularly in the definition of "the Estate" set out in the leases to be made by the owners thereof to the members of the Company;

**'Properties'** means apartments buildings parking spaces and other property of any tenure or any interest in the same and referred to in Article 5 and the word "Property" shall mean any one of the said apartments buildings parking spaces and other property of any tenure or any interest in the same;

**'Owner'** in reference to any of the Properties means any person or corporation who possesses or is entitled to acquire a leasehold interest in an apartment, any successor in title to any such person or corporation and personal representatives of any such person and the word "ownership" shall be construed accordingly provided that in relation to any Property only the party who is at any time directly responsible for making payments to the Company to fulfil the purpose of the Company set out in Article 5 shall be treated as the Owner.

#### INTERPRETATION

2. In regulation 1 of the Model Articles, the definition of "member" shall be varied so as to have the meaning given in these Articles.

#### LIABILITY OF MEMBERS

3. In regulation 2 of the Model Articles the words "the liability of each member is limited to £10" shall be substituted for "the liability of each member is limited to £1".
4. If a member is the Owner of more than one Property on the Estate then that member shall undertake to contribute such amount as may be required (not exceeding £10 for every Property on the Estate which he owns or has owned within the previous year) to the Company's assets in the circumstances set out in regulation 2 of the Model Articles as varied by Article 3.

#### PURPOSE OF THE COMPANY

5. The purpose of the Company is to undertake the management and maintenance of the communal areas on the Estate and any building containing privately owned apartments (including but not exclusively comprising the private roads and landscaped communal areas on the Estate, if applicable) for the benefit of the owners of some or all of the Properties on the Estate in accordance with the provisions of leases of apartments on the Estate

## MEMBERS

6. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.
7. The members of the Company shall be divided into the following classes:
  - (a) 'A' Members who shall be the subscribers and those nominated to succeed them in accordance with Article 8; and
  - (b) 'B' Members - who are the Owners of the Properties.
8. A subscriber may nominate in writing any person (other than an Owner) to succeed him as an 'A' Member and any such person shall have the same power to nominate a successor as if he had himself been a subscriber.
9. An Owner shall not be entitled to cease to be a 'B' Member while holding, whether alone or jointly with others, a legal estate in any Property.
10. A 'B' Member shall cease to be an Owner and shall accordingly cease to be a 'B' Member as soon as he ceases to hold, whether alone or jointly with others, the legal estate in at least one Property. 'B' Membership shall not be transferable and shall cease on death.
11. No person who is not the Owner of a Property shall be entitled to be admitted as a 'B' Member of the Company.
12. A new Owner of a Property shall be admitted as a 'B' Member upon the production to the directors of satisfactory evidence that the Property has been transferred into his name and provided that the transferor of the Property is in no way indebted to the Company insofar as the Property is concerned.
13. If more than one person is jointly the Owner of a Property such persons shall jointly be 'B' Members but shall have only one vote in respect of such membership which shall be cast by the person whose name first appears in the register of members.

#### NUMBER OF DIRECTORS

14. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one. If and so long as there is a sole director, he may exercise all the powers conferred on the directors by these Articles and regulation 11 of the Model Articles shall be modified accordingly.

#### DIRECTORS' GENERAL AUTHORITY

15. In regulation 3 of the Model Articles the words "for the purpose of the Company set out in Article 5 of the Company's Articles" shall be added after the words "for the management of the company's business".
16. Unless and until otherwise directed by a special resolution of the Company the directors shall endeavour to carry out the objects of the Company without profit to the Company but they may in their absolute discretion make provisions for creating and setting aside a reasonable reserve fund or funds for any general or particular purpose or purposes.

#### CONFLICTS OF INTEREST

17. A director, notwithstanding his interest in a particular matter but subject to his complying with section 182 of the Companies Act 2006, shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he does so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied.

#### METHODS OF APPOINTING DIRECTORS

18. In regulation 17(b) of the Model Articles the words "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" shall be added.



#### DIRECTORS' REMUNERATION

19. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine

#### CALLING GENERAL MEETINGS

20. 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.

#### QUORUM FOR GENERAL MEETINGS

21. Regulation 24 of the Model Articles shall become 24(a) and the following paragraph (b) shall be added:  
  
"(b) Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum."

#### VOTING AT GENERAL MEETINGS

22. On a show of hands every member entitled to vote who is present in person or by proxy or, being a corporation by a duly authorised representative, shall have one vote and on a poll every 'A' Member shall have 150 votes and every 'B' Member shall have one vote for each Property of which he is the Owner.
23. From and after the date when all the Properties have been sold and 'B' Members have been registered in respect of each of the Properties each 'A' Member shall cease to have the right to vote at any general meeting of the Company and these Articles shall be read and construed as if the reference to paragraph (e) in Article 24 below did not apply. However, for the avoidance of doubt, each 'A' Member shall continue to have the right to receive notice of, attend and make representations at any general meeting of the Company

#### POLL VOTES

24. In regulation 30(2) of the model articles the following paragraph (e) shall be added:

- (e) "an 'A' member".

#### WINDING-UP

25. If at any time a resolution of the Company shall be passed to wind up the Company, the liquidator shall lay out in the management, administration and maintenance of the estate of which the Properties form part all monies held by the Company.

#### EXPENSES OF THE COMPANY

26. Each Owner shall from time to time and whenever called upon by the Company so to do contribute equally or in such proportions as the directors may determine to all expenses and losses which the Company shall properly incur on their behalf and in respect of which they are not otherwise bound to contribute in their capacity as Owners.