

1266382

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF
Highland Court (Woodford)
Limited.

Incorporated the 1st day of July, 1976



HAROLD BENJAMIN & COLLINS,
53 College Road,
Harrow,
Middlesex, HA1 1BP

No. 1266382



Certificate of Incorporation

I HEREBY CERTIFY that HIGHLAND COURT (WOODFORD) LIMITED is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

GIVEN under my hand at Cardiff the 1st July 1976.

D. A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Highland Court (Woodford) Limited.

1. The name of the Company is HIGHLAND COURT (WOODFORD) LIMITED.
2. The registered office of the Company will be situate in England.
3. In this Memorandum the following words have the following meanings :-
 - (a) "The Developer" means First National Finance Corporation Limited.
 - (b) "the Estate" means the residential estate developed or in course of development at Gordon Road, Woodford in the London Borough of Redbridge by the construction of a block of thirty eight flats and the requisite garages.
4. The objects for which the Association is established are :-
 - (a) To manage and maintain the Estate and for that purpose to enter into a Lease with the Developer and to be a party to Leases of flats and garages of the Estate.
 - (b) To exercise the functions of a Residents Association and Management Company formed to safeguard and promote the common interests of the residents of and to manage the Estate.

(2)

- (c) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any buildings or erections and lay out, maintain and use gardens and amenity grounds.
- (d) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
- (e) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (f) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (g) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
- (h) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

5. The liability of the Members is limited.

6. The share capital of the Company is £951.00 divided into five founder shares of twenty pence each and thirty eight Ordinary shares of £25.00 each.

(3)

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.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber. (In Words)
Harold Benjamin HAROLD BENJAMIN, 23 Flambard Road, Harrow, Middlesex. Solicitor.	Three Founder
C. Simmons CAROL ANNE SIMMONS, 87 Eastern Avenue, Eastcote, Pinner, Middlesex, HA5 1NW Secretary	Two Founder

DATED this 11th day of June 1976.

WITNESS to the above Signatures :-

P.A. Jones
Clerk with Harold Benjamin & Collins,
53 College Road,
Harrow,
Middlesex, HA1 1BP

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

Highland Court (Woodford) Limited.

PRELIMINARY

1. In these Articles (a) words defined in the Memorandum of Association shall have the same meaning (b) "flat" means a flat on the Estate (c) "owner" means the lessee for the time being of a flat under a lease granted by the Developer (d) "The ultimate date" means the first anniversary of the earliest date on which no flat remains undemised by the Developer.
2. Except and subject as hereinafter expressly or by necessary implication provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II") except Clauses 3 and 4, shall apply to the Company.
3. In addition to the clauses excluded by Part II of Table A the following clauses are also excluded namely; Clauses 2-6 (inclusive) 11-22 (inclusive) 33-46 (inclusive) 75-78 (inclusive) 87, 89, 90, 107-109 (inclusive) 114-122 (inclusive) 128, 129 and 130 of Part I of Table A. *
4. Clauses 79, 84 and 92 of Part I of Table A shall apply to the Company as if -

(* Article No.3, amended by member's Resolution dated 26th June 1995 and effective from 11th August 1994)

BA Lanang

(6)

- (A) In clause 79 the proviso to that clause was deleted.
- (B) In clause 84 sub-clause (2) was deleted.
- (C) In clause 92 the words 'in manner aforesaid' were deleted.

SHARES

5. No person except an Owner shall be registered as the holder of an Ordinary Share and no Owner shall be registered as the holder of more than one Ordinary Share for each flat of which he is the Owner.

6. The Directors shall be bound to register:

- (a) *(See alteration by special Resolution attached)* a transfer of a share by an Owner to an Assignee of the lease of his flat.
- (b) as a member any person who has by reason of the death bankruptcy or insolvency of a member become entitled to the member's share and has had vested in him the member's leasehold interest in his flat.
- (c) a transfer of a founder share to the Developer by a subscriber.
- (d) a transfer by a Mortgagee of a share to a purchaser from such mortgagee under his power of sale of the flat in respect of which such share was charged to the Mortgagee.

7. If a member fails to transfer his share to an Assignee of the lease of the flat of which he is the Owner within one month of the date of the relative assignment of the lease the Directors shall be entitled, by resolution, to appoint some person to be the Attorney of such member to execute a transfer of such share to such assignee for its nominal value and the Company shall, upon receiving the purchase price from the Assignee, register such transfer and thereupon the Transferee shall become a member in place of the previous holder of such share.

8. On a winding up a holder of a founder share shall not by virtue of such holding, be entitled to any share of the surplus assets of the Company

COMPANIES ACTS 1948 AND 1967HIGHLAND COURT (WOODFORD) LIMITEDCOPY OF SPECIAL RESOLUTIONS PASSED BY THE COMPANY ON 23RD APRIL 1980

At an Extraordinary General Meeting of the Company held at Highland Court in the General Room on 23rd April 1980, the following Resolutions were proposed and passed as Special Resolutions:

- A) That Article 6A of the Company's Articles of Association be altered to the effect that the Directors will be empowered to refuse to register the share transfer on a flat where there are outstanding maintenance contributions, so that the new owner is in breach of the covenant of his lease and will, therefore, be open to the appropriate action by the Company and Freeholder.
- B) That the Company's Articles of Association have an addition to the effect that the new owner of a flat will incur all the relevant costs for the share transfer at a fee to be agreed by the Directors from time to time.

.....
DIRECTOR

28.4.80

(7)

which shall belong exclusively to the Ordinary Shareholders.

DIRECTORS

9. (1) Until the Company shall by resolution otherwise determine, the number of Directors shall not be less than two nor more than twelve. The first Directors shall be appointed by the Subscribers.
- (2) No person (not appointed by the Founder members or co-opted by the Directors before the ultimate date) shall be eligible to be a Director, unless he holds one ordinary share and is appointed after the ultimate date.
- (3) A Director shall not be disqualified from holding office by reason only of having attained the age of seventy.
- (4) The Directors for the time being shall retire at the annual general meeting held next after the ultimate date and, until the date of such meeting, the holders for the time being of a majority of the founder shares may, by notice in writing, remove any Director from office and may by a like notice appoint any person to be a Director.

VOTES OF MEMBERS

10. (i) Until the ultimate date the holder of any ordinary share shall not by virtue of such holding be entitled to receive notice of or to attend or vote at any General Meeting of the Company.

(ii) After the ultimate date, every holder of an ordinary share shall be entitled to one vote at a General Meeting for each share held by him, but a holder of a founder share shall not by virtue of such holding be entitled to receive notice of or attend or vote at any General Meeting.

(8)

Names, Addresses and Descriptions of Subscribers.

Harold Benjamin
HAROLD BENJAMIN,
23 Flambard Road,
HARROW,
MIDDLESEX.

Solicitor.

C. Simmons
CAROL ANNE SIMMONS,
87 EASTERN AVENUE,
EASTCOTE, PINNER,
MIDDLESEX, HA5 1NW

Secretary.

DATED this 11th day of June 1976.

WITNESS to the above Signatures :-

P. A. Jones
Clerk with Harold Benjamin & Collins,
53 College Road,
Harrow, Middlesex,
HA1 1BP

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

Highland Court (Woodford)

Limited.

Incorporated
the 1st day of July, 1976

HAROLD BENJAMIN & COLLINS,
53 College Road,
Harrow,
Middlesex, HA1 1BP