

FILE COPY



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

Company No. 5312921

The Registrar of Companies for England and Wales hereby certifies that  
10 FRIARS WALK 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 14th December 2004



\*N05312921A\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B

Package: 'Laserform'  
by Laserform International Ltd.

# 12

Please complete in typescript,  
or in bold black capitals.

CHFP025

## Declaration on application for registration

Company Name in full

10 FRIARS WALK MANAGEMENT COMPANY LIMITED

I, KAREN GOLDSTEIN

of FLAT 3, 10 FRIARS WALK, EXETER, EX2 4AY

† 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

Declared at

24 TOR HILL ROAD, TORQUAY, DEVON

Day Month Year

On

1 0 1 2 2 0 0 4

● Please print name.

before me ●

R. D. G. BLAIR

Signed

Date

10.12.2004.

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

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Boyce Hatton  
12 Tor Hill Road, Castle Circus, Torquay, TQ2 5RB  
Tel 01803-403403  
DX number DX59000 DX exchange Torquay (Circus)

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



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by Laserform International Ltd.

# 10

Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

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

Company Name in full

10 FRIARS WALK MANAGEMENT COMPANY LIMITED

Proposed Registered Office

FLAT 3, 10 FRIARS WALK

(PO Box numbers only, are not acceptable)

Post town

EXETER

County / Region

DEVON

Postcode

EX2 4AY

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

Address

Post town

County / Region

Postcode

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.

Boyce Hatton

12 Tor Hill Road, Castle Circus, Torquay, TQ2 5RB

Tel 01803-403403

DX number DX59000

DX exchange Torquay (Circus)

Companies House receipt date barcode

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Registrar of Companies at:

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for companies registered in England and Wales or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

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

Company name

10 FRIARS WALK MANAGEMENT COMPANY LIMITED

NAME \*Style / Title

MS

\*Honours etc

\* Voluntary details

Forename(s)

KAREN

Surname

GOLDSTEIN

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

FLAT 3, 10 FRIARS WALK

Post town

EXETER

County / Region

DEVON

Postcode

EX2 4AY

Country

UK

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

Consent signature

Date

6/12/04

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

ROMOLA

Surname

GUITON

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

11 CARFIELD AVENUE, MEERSBROOK

Post town

SHEFFIELD

County / Region

S.YORKSHIRE

Postcode

S8 9HY

Country

ENGLAND

Date of birth

Day Month Year

2 | 7 | 0 | 4 | 1 | 9 | 4 | 1

Nationality

BRITISH

Business occupation

UNIVERSITY ADMINISTRATOR

Other directorships

The Firs (Exeter)

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

Consent signature

Date

23rd November 2004



## 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.



000454/20

05312921

**THE COMPANIES ACT 1985 to 1989  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION**



of

**10 FRIARS WALK MANAGEMENT COMPANY LIMITED**

1. The name of the Company (hereinafter called "the Company") is **10 FRIARS WALK MANAGEMENT COMPANY LIMITED**
2. The registered office of the Company will be situate in England
3. The objects for which the Company is established are:-
  - (A) To acquire the freehold property known as 10 Friars Walk, Exeter, EX2 4AY registered at HM Land Registry under title number DN 60729 (herein called "the Estate") and to hold the same as an investment for the benefit of the lessees of the flats (herein called "the Flat Owners") comprised therein holding under head leases derived immediately out of the freehold interest ("Head Leases")
  - (B) To manage maintain administer and deal with the Estate in particular and without detracting from the generality of the foregoing to do all such things as the Landlord undertakes to do in the Head Leases under which flats on the Estate are held
  - (C) To enter into leases deeds covenants contracts and other instruments whereby the Company may or shall assume liabilities and responsibilities for carrying out obligations of all kinds for or in connection with the Estate the Flat Owners or both
  - (D) To borrow and raise money in such manner as the Company shall think fit
  - (E) To make reasonable byelaws binding equally on all members with regard to the use of the Estate and any of the management restrictions set out in the Lease under which flats on the Estate are held that could be made under this power shall be deemed to be byelaws so made by the Company under this power
  - (F) To do such other things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value and beneficial advantage of the Estate including power to engage servants and agents
4. *The liability of the members is limited*
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding One Pound
6. No person shall be admitted to the membership of the Company other than the Flat Owners holding under Head Leases derived immediately out of the freehold interest in the Estate

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Section 17 of the Companies Act 1985 shall not apply to this paragraph

**WE** the several persons whose names addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association

NAME ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MW

Karen Goldstein &  
~~SOLICITOR~~  
James Lyons  
Flat 3  
10 Friars Walk  
Exeter  
Devon EX2 4AY

*[Handwritten signature]*  
.....  
*[Handwritten signature]*  
.....

MW

~~SOLICITOR~~ LECTURER

DATED the 6<sup>th</sup> day of DECEMBER 2004

Witness to the above signatures:-

Witness: *[Handwritten signature]*  
(Signature) .....

Witness: MARK WHALAN  
(Print Name) .....

Address: 47 BARTHOLOMEW ST. WEST  
EXETER, DEVON  
EX4 3BN

Occupation: LECTURER

Romola Guiton *X Romola Guiton*  
11 Carfield Avenue  
Meersbrook  
Sheffield  
S8 9HY

University Administrator

DATED the 23<sup>rd</sup> day of November 2004

Witness to the above signature:-

Witness: *[Handwritten signature]*  
(Signature) .....

Witness: C. E. ATTWELL  
(Print Name) .....

Address: 72 Pendryn Rd.  
Sheffield

Occupation: Project Manager



**THE COMPANIES ACT 1985 to 1989  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION**

of

**10 FRIARS WALK MANAGEMENT COMPANY LIMITED**

**GENERAL**

1. In these Articles:-

- |                   |   |
|-------------------|---|
| "the Act"         | means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force |
| "the Seal"        | means the Common Seal of the Company  |
| "Secretary"       | means any person appointed to perform the duties of the Secretary of the Company                                      |
| "the Estate"      | means 10 Friars Walk, Exeter, EX2 4AY registered at HM Land Registry under title number DN 60729                      |
| "the Flat Owners" | means the lessees for the time being of the flats comprised in the Estate holding directly under Head Leases          |
| "Head Leases"     | means head leases derived immediately out of the freehold interest in the Estate                                      |

Expressions referring to writing shall unless the contrary intention appears to be construed as including references to printing lithography photography and other modes of representing or reproducing words in a visible form

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company

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

**MEMBERSHIP**

3. The number of members with which the Company is proposed to be registered is 4

4. All Flat Owners who apply in writing for membership shall be members of the Company

5. (i) Where two or more persons jointly are the Flat Owners of one flat in the Estate they shall together constitute one member and the person whose name first appears in the Register of Members shall (unless the persons notify the Chairman of the Company in writing at or before a general meeting of the Company otherwise) exercise the voting and other powers vested in such member save that both or all such persons shall be entitled to speak at a general meeting Any such notice shall remain in force until another such notice is served
- (ii) Where a body corporate is a member it may at any time by notice in writing to the Secretary or Chairman nominate a person to exercise the voting and other powers vested in such member Any such notice shall remain in force until another such notice is served

6. (i) A member shall cease to be such on ceasing to be a Flat Owner and on the registration as a member of his successor in title
- (ii) The Trustee in Bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member on written request in place of the bankrupt or deceased member if at the time of his application for membership he is a Flat Owner
- (iii) Where a member dies or becomes bankrupt his estate shall remain liable under the Articles until a successor in title to the member's flat is registered as a member
- (iv) A chargee in possession of a flat shall be entitled on written request to become a member in place of the Flat Owner
- (v) Where a person owns more than one flat he shall (where the context so admits) be treated as several members, one in respect of each flat

#### **GENERAL MEETINGS**

7. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in the year and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next PROVIDED that so long as the Company holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year The annual general meeting shall be held at such time and place as the Council shall appoint
8. All general meetings other than annual general meetings shall be called extraordinary general meetings
9. The Council may whenever they think fit convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 368 of the Act If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum any member of the Council or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council
10. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a meeting of the Company other than an annual general meeting of the Company or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and hour of the meeting and in the case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company in general meeting to such persons as are under the Articles of the Company entitled to receive such notices from the Company  
PROVIDED that a meeting of the Company shall notwithstanding that is called by shorter notice than that specified in this Articles be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat
11. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting

## PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts balance sheets and the reports of the Council and auditors (if any) the election of members of the Council in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors (if any)
13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum
14. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine
15. The Chairman of the Company shall preside as Chairman at every general meeting of the Company or if there is no Chairman for the time being or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members present shall elect some other member of the Council to be Chairman of the meeting If at any meeting no member of the Council is willing to act as Chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chairman of the meeting
16. The Chairman may with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members present in person or by proxy  
Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution  
The demand for a poll may be withdrawn
18. **EXCEPT** as provided in Article 20 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
19. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote

20. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith  
A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll
21. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

#### **VOTES OF MEMBERS**

22. Subject as hereinafter provided every member present in person or by proxy shall have one vote
23. On a show of hands or on a poll votes may be given either personally or by proxy The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing A proxy need not be a member of the Company
25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy provided that no intimation in writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used

#### **COUNCIL OF MANAGEMENT**

26. The number of the Council shall not be less than two
27. The first members of the Council shall be James Lyons and Romola Guiton.
28. The Council may from time to time and at any time appoint any member of the Company as a member of the Council either to fill a casual vacancy or by way of addition to the Council Any member so appointed shall retain his office only until the next annual general meeting but he shall then be eligible for re-election
29. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Council

#### **BORROWING**

30. The Council may exercise all the powers of the Company to borrow money and to mortgage or charge its property or any part thereof and to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company

#### **POWERS AND DUTIES OF THE COUNCIL**

31. The business of the Company shall be managed by the Council who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made
32. The Council shall have power from time to time to appoint members of the Company to be Chairman Vice-Chairman and determine their respective duties and the tenure of their offices
33. The Council shall cause minutes to be made in books provided for the purpose:-
  - (i) of all appointments of officers made by the Council

- (ii) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council
- (iii) of all resolutions and proceedings at all meetings of the Company and of the Council and of committees of the Council

34. The members for the time being of the Council may act notwithstanding any vacancy in their body provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these Articles it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body or of summoning a general meeting but not for any other purpose

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

35. Notwithstanding the provisions of Article 28 the office of a member of the Council shall be vacated:-

- (i) if a receiving order is made against him or he makes any arrangement or composition with his creditors
- (ii) if he becomes of unsound mind
- (iii) if he ceases to be a member of the Company
- (iv) if by notice in writing to the Company he resigns his office
- (v) if he ceases to hold office by reason of any order made under Section 295 of the Act
- (vi) if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act

#### **ANNUAL ELECTION OF THE COUNCIL**

36. At every annual general meeting every member of the Council shall retire from office but shall be eligible for re-election. No person other than a retiring member of the Council shall be eligible for election unless, not less than three days before the date of the meeting, notice in writing signed by the person prepared to stand for election that he is willing to serve as a member of the Council if elected shall be given to the Secretary. If there are no nominations for membership of the Council the retiring members of the Council shall be deemed to be re-elected, save in the case of any member who has resigned under Article 35 (iv)

37. No person not being a retiring member of the Council shall be eligible for office on the Council at any general meeting unless not less than three nor more than twenty-one days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected

38. The Company may by extraordinary resolution remove any member of the Council before the expiration of his period of office and may by an ordinary resolution appoint another member in his stead

#### **PROCEEDINGS OF THE COUNCIL**

39. The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote

40. A member of the Council may and on the request of a member of the Council the Secretary shall at any time summon a meeting of the Council by notice served upon the several members of the Council. A

member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting. A member of the Council may attend either in person or by proxy and the provisions of Articles 23, 24 and 25 shall apply in relation to such proxy save that a proxy must be a member of the Company.

41. The Chairman for the time being of the Company shall be a Chairman of the Council at which he shall be present but if there be no such Chairman for the time being or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside the members of the Council present shall choose one of their number to be Chairman of the meeting.
42. The Council may delegate any of their powers to committees consisting of such person or persons (whether or not members of the Council or the Company) as the Council thinks fit but so that any committee consisting of less than three persons shall consist only of members of the Council and any other committee shall consist of members of the Council to the extent of at least two-thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Council and shall be subject at all times to the control of the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.
43. All acts *bona fide* done by any meeting of the Council or of any committee set up by the Council or by a person acting as a member of the Council or of any committee shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council or of the committee.
44. A resolution in writing signed by all the members for the time being of the Council or of any committee set up by the Council or of such committee shall be valid and effectual as if it had been passed at a meeting of the Council or of such committee respectively duly convened and constituted.

#### **SECRETARY**

45. 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. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting. The first Secretary shall be Karen Goldstein of Flat 3, 10 Friars Walk, Exeter, Devon, EX2 4AY.

#### **THE SEAL**

46. (i) The Seal (if any) of the Company shall not be affixed to any instrument except by the authority of a resolution of the Council or of a committee of the Council authorised by the Council in that behalf and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for that purpose.
- (ii) The Company need not have a company seal and pursuant to Section 36A of the Act may execute and deliver any document as a deed under the signature of any two Directors or one Director and the Secretary.

## ACCOUNTS

47. Members of the Council shall cause accounting records to be kept in accordance with Section 221 of the Act
48. The accounting records shall be kept at the Company's registered office or subject to Section 222 of the Act at such other place or places as the Council thinks fit and shall always be open to the inspection of the members of the Council and officers of the Company
49. The accounts and books shall be open to the inspection of any member of the Company on reasonable notice
50. The Company shall from time to time in accordance with Part VII and Schedules 4-11 of the Companies Act 1985 cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheet and reports as are referred to in those sections
51. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's (if any) and Council's reports, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures

## SUBSCRIPTIONS

52. Each of the Flat Owners shall from time to time and whenever called upon to do so pay to the Company a share (being the same share as he is required to pay by the terms of his Head Lease in and towards the service charge payable thereunder) of the net amount of all costs and expenses (including any reasonable reserve) incurred or to be incurred by the Company, whether in relation to the management and running of the Company, or under any Head Lease or in relation to the Estate or howsoever otherwise

## AUDIT

53. Auditors if required by law shall be appointed and their duties regulated in accordance with Part XI Chapter V of the Companies Act 1985

## NOTICES

54. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members or by delivering it at his registered address
55. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address but save as aforesaid only those members who are described in the register of members by an address within the United Kingdom shall be entitled to received notices from the Association
56. Any notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter
57. **NOTICES** of every general meeting shall be given to:-

- (i) Every member (except as aforesaid)
- (ii) The legal personal representative or trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (iii) The auditors for the time being of the Company

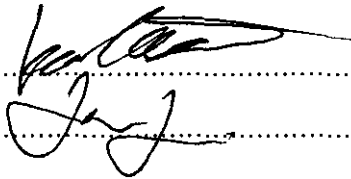
No other person shall be entitled to receive notices of general meetings



NAME ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

HW

Karen Goldstein &  
~~SOLICITOR~~  
James Lyons  
Flat 3  
10 Friars Walk  
Exeter  
Devon EX2 4AY



HW

~~SOLICITOR~~ LECTURER

DATED the 6<sup>th</sup> day of DECEMBER 2004

Witness to the above signatures:-

Witness:

(Signature)



Witness:

(Print Name)

MARK WHALAN

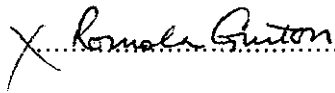
Address:

47 BARTHOLOMEW ST. WEST  
EXETER, DEVON  
EX4 3BN

Occupation:

LECTURER

Romola Guiton  
11 Carfield Avenue  
Meersbrook  
Sheffield  
S8 9HY

X 

University Administrator

DATED the 23<sup>rd</sup> day of November 2004

Witness to the above signature:-

Witness:

(Signature)



Witness:

(Print Name)

C.E. ATTWEN

Address:

72 Pennington Rd  
Sheffield

Occupation:

Project Manager