

File Copy



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

Company No. 8380879

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

24 WELLESLEY ROAD LIMITED

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

Given at Companies House, Cardiff, on 30th January 2013



N08380879U



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 29/01/2013



X21214SA

*Company Name
in full:* **24 WELLESLEY ROAD LIMITED**

Company Type: **Private limited by shares**

*Situation of Registered
Office:* **England and Wales**

*Proposed Register
Office Address:* **HAYSMACINTYRE FAIRFAX HOUSE
15 FULWOOD PLACE
LONDON
ENGLAND
WC1V 6AY**

I wish to partially adopt the following model articles: **Private (Ltd by Shares)**

Company Director 1

Type: **Person**
Full forename(s): **MR DONALD KENNETH BRYCE**

Surname: **MCFARLANE**

Former names:

Service Address: **175 HIGH STREET
HARSTON
CAMBRIDGE
CAMBRIDGESHIRE
ENGLAND
CB22 7QD**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **27/12/1964** *Nationality:* **BRITISH**

Occupation: **RECRUITMENT CONSULTANT**

Consented to Act: **Y** *Date authorised:* **30/01/2013** *Authenticated:* **YES**

Company Director 2

Type: **Person**
Full forename(s): **MRS VICTORIA LOUISE**

Surname: **MCFARLANE**

Former names:

Service Address: **175 HIGH STREET
HARSTON
CAMBRIDGE
CAMBRIDGESHIRE
ENGLAND
CB22 7QD**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **13/11/1970** *Nationality:* **BRITISH**

Occupation: **RECRUITMENT CONSULTANT**

Consented to Act: **Y** *Date authorised:* **30/01/2013** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	2
		<i>Aggregate nominal value</i>	2
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING RIGHTS - SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER SHARE HELD. DIVIDEND RIGHTS - EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP - EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. REDEEMABLE SHARES - THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	2
		<i>Total aggregate nominal value</i>	2

Initial Shareholdings

Name: DONALD KENNETH BRYCE
MCFARLANE

Address: 175 HIGH STREET
HARSTON
CAMBRIDGE
CAMBRIDGESHIRE
ENGLAND
CB22 7QD

Class of share: ORDINARY

Number of shares: 1

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Name: VICTORIA LOUISE MCFARLANE

Address: 175 HIGH STREET
HARSTON
CAMBRIDGE
CAMBRIDGESHIRE
ENGLAND
CB22 7QD

Class of share: ORDINARY

Number of shares: 1

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): Yes

Agent's Name: **TWM CORPORATE SERVICES LIMITED**

Agent's Address: **65 WOODBRIDGE ROAD
GUILDFORD
SURREY
UNITED KINGDOM
GU1 4RD**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **TWM CORPORATE SERVICES LIMITED**

Agent's Address: **65 WOODBRIDGE ROAD
GUILDFORD
SURREY
UNITED KINGDOM
GU1 4RD**

COMPANY HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF
24 WELLESLEY ROAD LIMITED

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 and to take at least one share.

Name of each subscriber

Authentication by each subscriber

DONALD KENNETH BRYCE MCFARLANE

AUTHENTICATED ELECTRONICALLY

VICTORIA LOUISE MCFARLANE

AUTHENTICATED ELECTRONICALLY

Dated 29 January 2013

COMPANY NUMBER:
THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES
OF
ASSOCIATION**

OF

24 WELLESLEY ROAD LIMITED

TWM Solicitors LLP
65 Woodbridge Road
Guildford
Surrey
GU1 4RD

Ref: 319571-1-8

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

24 WELLESLEY ROAD LIMITED

INTRODUCTION

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the Company's articles of association for the time being in force;

Business day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Dwelling: means any residential unit comprised in the Property;

Owner: means the person or persons to whom a lease of a Dwelling has been granted or assigned or who holds the freehold of a Dwelling (other than the Company) and so that whenever two or more persons are for the time being Owners of a Dwelling they shall for all purposes of these Articles be deemed to constitute one Owner;

Model Articles: means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*);

Property: means the freehold property at 24 Wellesley Road, London W4 4BN and registered at HM Land Registry with title number MX315572;

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an 'article' is a reference to the relevant article of these Articles unless expressly provided otherwise.

- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms ‘including’, ‘include’, ‘in particular’ or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles and in the case of conflict these Articles shall take precedence.
- 1.8 Articles 14, 19(5), 26(5), 28(3) and 49 of the Model Articles shall not apply to the Company.

2. LIABILITY OF MEMBERS

- 2.1 The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

3. OBJECTS

- 3.1 The Company’s objects are:
- (a) to acquire, hold, maintain, repair, manage and administer the freehold or leasehold land and buildings defined as the Property and for the use of any adjoining or adjacent properties as may be authorised by the Company and capable of being served thereby and upon which said land certain areas are (but without prejudice to the generality of the foregoing) landscaped and upon, under, through, in, or over such land or part thereof, are laid and placed sewers, drains, pipes, cables, wires, conduits, mains and other service and transmission media for the benefit and service of the Property and each and every part thereof and also for the benefit of any adjoining or adjacent land and buildings as aforesaid and for all other purposes or matters incidental to or in connection therewith.
 - (b) to undertake the control, management, and administration of the Property, recreational facilities and all roads, landscaped areas, service and transmission media benefiting and serving the Property and each and every part thereof and any other adjoining or adjacent land and buildings and to undertake the repair, cleansing, renewal, replacement, landscaping, control, maintenance and upkeep of the said land and buildings and all service and transmission media and generally to manage the same and to collect rent, service and maintenance charges and income from the Owners and

occupiers of the properties constructed on the Property or from any other Owners, occupiers or other persons who enjoy the benefit of such services or facilities and in connection therewith to engage and employ such servants, agents, contractors, professional advisers, engineers, gardeners and other persons as the board of directors may consider necessary in their absolute discretion to provide such services and to pay all rates, taxes and other outgoing costs expenses or otherwise in relation to the Property and all service and transmission media and to keep the same insured and to pay all premiums in respect thereof.

- (c) to establish and maintain funds in order to pay or contribute towards all costs and expenses incurred in the exercise of the Company's objects, as above, and to require the members of the Company to contribute towards said funds in such amounts as the Company reasonably demands.

4. PROCEEDINGS OF DIRECTORS

- 4.1 In Model Article 8(2) the words 'where each eligible director has signed one or more copies of it' shall be substituted for the words 'copies of which have been signed by each eligible director'.
- 4.2 Subject to Article 4.3, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process both for quorum and for voting purposes.
- 4.3 If the directors propose to exercise their powers under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.
- 4.4 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by that Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:
 - (a) may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
 - (c) is not accountable to the Company for any remuneration or other benefits 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 transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

5. APPOINTMENT OF DIRECTORS

- 5.1 The number of directors (other than alternate directors) shall not be less than two unless the Company decides otherwise by ordinary resolution.
- 5.2 Save for those persons who are deemed to have been appointed as the first directors of the Company pursuant to section 16(6) of the Act, no person who is not a member of the Company is eligible to hold office as a director.
- 5.3 In Model Article 17(1) the word ‘member’ shall be substituted for the word ‘person’.

6. TERMINATION OF DIRECTORS’ APPOINTMENT

- 6.1 In addition to the provisions of Model Article 18 a director shall cease to be a director as soon as he ceases to be a member.

7. SECRETARY

- 7.1 The directors may appoint a secretary, assistant secretary, deputy secretary, joint secretaries or any other person(s) appointed to perform the duties of a secretary of the Company for such terms, at such remuneration and upon such conditions as they think fit, and any secretary so appointed may be removed by them.

8. ALLOTMENT AND TRANSFER OF SHARES

- 8.1 The provisions of sections 561 and 562 of the Act do not apply to the Company.
- 8.2 No share shall be allotted or transferred to any person who is not an Owner and an Owner shall not hold more than one share in the Company for each Dwelling in which the Owner has an interest.
- 8.3 The subscribers to the Memorandum of Association of the Company and such other persons as have been admitted to membership in accordance with these presents and none other shall be members of the Company and shall be entered into the Register of Members accordingly.
- 8.4 A mortgagee in possession is entitled to be registered as the holder of a share in place of an Owner on serving a notice in writing to the Company requesting such registration, together with appropriate documentary evidence showing the mortgagee in possession as the registered proprietor of the charge under which possession of the unit was taken and upon receipt of such notice the Company will transfer the Owners share to the mortgagee in possession.
- 8.5 Any member of the Company who parts with all interest in a Dwelling held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his death, his legal personal representative or representatives, or in the event of his

bankruptcy, his trustee in bankruptcy, or in the case of a corporate member, the liquidator, receiver or administrator, shall transfer his shareholding in the Company to the person or persons who become the Owner of his Dwelling.

- 8.6 Subject to these Articles no member may transfer any shares in the Company.
- 8.7 If the holder of any share having become bound under any provision of these Articles to transfer the same, refuses or neglects to transfer such share (“the Defaulting Shareholder”), the board of directors may appoint one of their number or any other person (except the Defaulting Shareholder), to be the attorney of such Defaulting Shareholder with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the Register of Members as the holder thereof.
- 8.8 The directors shall refuse to register any transfer of shares made in contravention of all the foregoing provisions of these Articles, but otherwise shall have no power to refuse to register a transfer.

9. WRITTEN RESOLUTIONS OF MEMBERS

- 9.1 Subject to Article 9.2 a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.
- 9.2 The following may not be passed as a written resolution and may only be passed at a general meeting—
- (a) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and
 - (b) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.
- 9.3 On a written resolution every member has one vote in respect of each share held by him.
- 9.4 No member may vote on a written resolution unless all monies currently due and payable in respect of any shares held by him have been paid.

10. QUORUM AT GENERAL MEETINGS

- 10.1 If and for so long as the Company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by proxy or, in the event that the member is a corporation, by corporate representative, is a quorum.

10.2 If and for so long as the Company has two or more members, two members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum.

10.3 In Model Article 41(1) the words 'adjourn or dissolve' shall be substituted for the word 'adjourn'.

11. VOTING AT GENERAL MEETINGS

11.1 Subject to Article 11.3, on a vote on a resolution at a general meeting on a show of hands:

- (a) each member, who being an individual, is present in person and has one vote;
- (b) if a member (whether such member is an individual or a corporation) appoints one or more proxies to attend the general meeting, all such proxies so appointed and in attendance have, collectively, one vote; and
- (c) if a corporate member appoints one or more persons in respect of different shares to represent it at the general meeting, each person so appointed has, subject to section 323(4) of the Act, one vote.

11.2 Subject to Article 11.3, on a vote on a resolution on a poll taken at a general meeting, every member has one vote in respect of each share held by him (whether present in person, by proxy or by authorised representatives).

11.3 No member may vote at any general meeting or any separate meeting of the holders of any class of shares in the Company, either in person, by proxy or, in the event that the member is a corporation, by corporate representative in respect of shares held by that member unless all monies currently due and payable by that member in respect of any shares held by that member have been paid.

11.4 In addition to the provisions of Model Article 44(2) a poll may be demanded by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all shares conferring that right.

11.5 Polls must be taken at the general meeting at which they are demanded (whether by a member or by a proxy for that member) and in such manner as the chairman directs.

12. DELIVERY OF PROXY NOTICES

12.1 A proxy notice and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote; and any proxy notice

received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

13. MEANS OF COMMUNICATION

13.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company, including (subject to the provisions of the Companies Act 2006) being sent or supplied by being made available on a website.

13.2 A member whose registered address is not in the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.

13.3 If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.

13.4 If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.

13.5 If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.

13.6 For the purpose of this Article 13 no account shall be taken of any part of a day that is not a business day.

14. COMPANY SEALS

14.1 Any common seal may only be used by the authority of the directors or a committee of the directors.

14.2 The directors may decide by what means and in what form any common seal is to be used.

14.3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by—

- (a) one authorised person in the presence of a witness who attests the signature; or
- (b) two authorised persons.

14.4 For the purposes of this article, an authorised person is—

- (a) any director of the Company;
- (b) the secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

15. TRANSMISSION OF SHARES

15.1 All the Articles relating to the transfer of shares apply to:-

- (a) any notice in writing given to the Company by a transmittee in accordance with Model Article 28(1); and
- (b) any instrument of transfer executed by a transmittee in accordance with Model Article 28(2),

as if such notice or instrument were an Instrument of transfer executed by the person from whom the transmittee derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

16. RULES

16.1 The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating:

- (a) the conduct of members of the Company in relation to one another, and to the Company's officers and employees;
- (b) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (c) the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles); and
- (d) any and all other matters as are commonly the subject matter of Company rules.

16.2 The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under these articles.

- 16.3 Any rules made by the directors under this article will be valid and binding as against all members of the Company for so long as such rules are in force.
- 16.4 The Company in general meeting may alter or repeal any rules made by the directors in accordance with this article.
- 16.5 Nothing in this article permits the directors to make any rules which are inconsistent with or affect or repeal anything in these articles or in any resolution passed by members of the Company or in any agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.