



## COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full  
name of Company† delete as  
appropriate

To the Registrar of Companies

For official use

For official use

|  |  |  |  |
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|  |  |  |  |
|--|--|--|--|

|          |
|----------|
| 12366930 |
|----------|

Name of company

|  |
|--|
| * BEECH COURT MANAGEMENT COMPANY LIMITED |
|--|

I, MARTYN PAUL ASHLEY TAYLORof WEST KENT HOUSE CROFT ROAD CROWBOROUGH EAST SUSSEX

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]<sup>†</sup>  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]<sup>†</sup> and that all the requirements of the above Act 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  
provisions of the Statutory Declarations Act 1835

Declared at Crowborough East Sussex

Declarant to sign below

the 17 day of MarchOne thousand nine hundred and 89before me S. L. Taylor

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presentor's name address and  
reference (if any):

Ashley Taylor & Co.,  
West Kent House  
4 Croft Road  
Crowborough  
East Sussex

For official Use  
New Companies Section

Post room





COMPANIES FORM No. 10

**Statement of first directors  
and secretary and intended  
situation of registered office**

**10**

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\* Insert full name  
of company

To the Registrar of Companies

For official use

Name of company

\* BEECH COURT MANAGEMENT COMPANY LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

HIGHGATE HILL HAWKHURST CRANBROOK KENT

Postcode TN18 4LE

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

☐

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|          |
|          |
| Postcode |

Number of continuation sheets attached (see note 1)

☐

Presenter's name address and  
reference (if any):  
ASHLEY TAYLOR & CO  
CROFT ROAD  
CROWBOROUGH EAST SUSSEX

For official Use  
General Section

Post room

COMPANIES HOUSE  
20 MAR 1989

M

56

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

|   |  |                                  |  |
|---|--|----------------------------------|--|
| Name (note 3)   |  | Business occupation              |  |
| MARTYN PAUL ASHLEY TAYLOR                                   |  | LAWYER                           |  |
| Previous name(s) (note 3)                                   |  | Nationality                      |  |
| Address (note 4)  |  | ENGLISH                          |  |
| WEST KENT HOUSE CROFT ROAD CROWBOROUGH EAST SUSSEX          |  | Date of birth (where applicable) |  |
| Postcode  |  | (note 6)                         |  |
| TN6 1DL   |  |                                  |  |
| Other directorships †                                       |  |                                  |  |
|   |  |                                  |  |
|   |  |                                  |  |
|   |  |                                  |  |
|   |  |                                  |  |
| I consent to act as director of the company named on page 1 |  |                                  |  |
| Signature   |  | Date 16.3.89                     |  |

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

|   |  |                                  |  |
|---|--|----------------------------------|--|
| Name (note 3)   |  | Business occupation              |  |
|   |  |                                  |  |
| Previous name(s) (note 3)                                   |  | Nationality                      |  |
| Address (note 4)  |  |                                  |  |
|   |  | Date of birth (where applicable) |  |
| Postcode  |  | (note 6)                         |  |
|   |  |                                  |  |
| Other directorships †                                       |  |                                  |  |
|   |  |                                  |  |
|   |  |                                  |  |
|   |  |                                  |  |
|   |  |                                  |  |
| I consent to act as director of the company named on page 1 |  |                                  |  |
| Signature   |  | Date                             |  |

|   |  |                                  |  |
|---|--|----------------------------------|--|
| Name (note 3)   |  | Business occupation              |  |
|   |  |                                  |  |
| Previous name(s) (note 3)                                   |  | Nationality                      |  |
| Address (note 4)  |  |                                  |  |
|   |  | Date of birth (where applicable) |  |
| Postcode  |  | (note 6)                         |  |
|   |  |                                  |  |
| Other directorships †                                       |  |                                  |  |
|   |  |                                  |  |
|   |  |                                  |  |
|   |  |                                  |  |
|   |  |                                  |  |
| I consent to act as director of the company named on page 1 |  |                                  |  |
| Signature   |  | Date                             |  |

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gibly, preferably  
black type, or  
old block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

|  |              |
|--|--------------|
| Name (notes 3 & 7)   |              |
| ANGELA JEAN McCOLLUM   |              |
| Previous name(s) (note 3)  |              |
| Address (notes 4 & 7) WEST KENT HOUSE CROFT ROAD CROMBOROUGH EAST SUSSEX |              |
| Postcode   | TN6 1DL      |
| I consent to act as secretary of the company named on page 1             |              |
| Signature AJ. McCollum   | Date 16.3.89 |


|  |      |
|--|------|
| Name (notes 3 & 7)   |      |
| Previous name(s) (note 3)                                    |      |
| Address (notes 4 & 7)  |      |
| Postcode   |      |
| I consent to act as secretary of the company named on page 1 |      |
| Signature  | Date |

delete if the form is  
signed by the  
subscribers

|   |      |
|---|------|
| Signature of agent on behalf of subscribers | Date |
|---|------|

delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

|  |              |
|--|--------------|
| Signed  | Date 16.3.89 |
| Signed AJ. McCollum  | Date 16.3.89 |
| Signed   | Date         |
| Signed   | Date         |
| Signed   | Date         |
| Signed   | Date         |

2366930

# THE COMPANIES ACT 1985



## COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION OF BEECH COURT MANAGEMENT COMPANY LIMITED

1. The name of the Company is "BEECH COURT MANAGEMENT COMPANY LIMITED".
2. The Registered Office will be situate in England.
3. The objects for which the Company is established are:-

(A) To manage the building known as Beech Court, 11 Church Road, Paddock Wood, Tonbridge, Kent comprising eight flats and to supply to the leasees and occupiers of such flats such services as are mentioned in the respective leases of such flats.

(B) To exercise the functions of a Residents Association and Management Company formed to safeguard and promote the common interest of the residents of such building aforesaid.

(C) To borrow and raise money in such manner as the Company shall think fit.

(D) To do such things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value, amenities and beneficial advantage of such building aforesaid.

(E) To purchase, take on lease or otherwise acquire all or any part of such building as aforesaid and its curtilage or easements or other rights over or in respect of all or any of the same (with power to negotiate or accept any modifications of or deletion from any lease, grant or agreement of or affecting the same) and to sell or otherwise dispose of any property or rights for the time being belonging to the Company which it shall not be deemed expedient to retain for the benefit of the members of the Company.

(F) 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 necessary or convenient for the work of the Company.

(G) To sell, lease, 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.

(H) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.

NAT WGST E20074

S25582



(I) 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.

(J) To do such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share capital of the Company is one thousand pounds divided into one thousand Ordinary Shares of one pound each. No person shall be admitted to membership of the Company other than the subscribers hereto and persons for the time being under the leases of the flats in such building as aforesaid. Section 17 of the Companies Act 1985 shall not apply to this Clause.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

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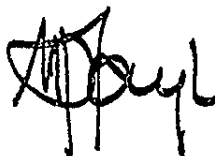
| Names Address and Descriptions of Subscribers | Number of shares<br>taken by each<br>Subscriber |
|---|---|
|---|---|

---

MARTYN PAUL ASHLEY TAYLOR  
West Kent House  
Crowborough  
East Sussex

FOUR

Lawyer



ANGELA JEAN McCOLLUM  
West Kent House  
Crowborough  
East Sussex

FOUR

AJ. McCollum

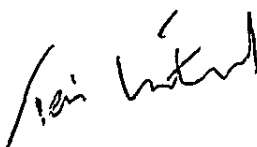
Secretary

---

Dated 16.3.89

Witness to the above Signatures:-

T. Linstead  
West Kent House  
4 Croft Road  
Crowborough  
East Sussex



Secretary

# **THE COMPANIES ACT 1985**

## **COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION OF BEECH COURT MANAGEMENT COMPANY LIMITED**

#### **PRELIMINARY**

1. Subject as hereafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of Incorporation of the Company (hereinafter called "Table A") shall apply to the Company.

2. Regulations 8, 24, 64, 94, 95 and 96 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of Incorporation of the Company.

3. In these Articles:-

- (a) "the Building" means the building referred to in Clause 3(A) of the Memorandum of Association.
- (b) "the Estate" means the flats comprised in the Building.
- (c) "Flat" means one of the Flats in the Estate.
- (d) "Owner" means the lessee for the time being of a flat.
- (e) "Ordinary Share" means the share in the Company which is acquired by the Owner on the occasion of the grant or assignment to him of a lease of a flat.

#### **SHARES**

4. The Directors of the Company are authorised during the period of five years from the date of Incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 6 of these Articles and provided that no shares shall be issued at a discount.

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

6. No person except an owner shall be registered as the Owner of an Ordinary Share and no Owner shall be registered as the holder of more than two Ordinary Shares for each Flat of which he or she holds the lease.

7. The Directors shall be bound to register:-

(a) a transfer by an Owner of his Ordinary Share 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 Ordinary Share and has vested in him the member's lease of his Flat.

(c) a transfer by a mortgagee of any Ordinary Share to a purchaser from such mortgagee under his power of sale of the Flat in respect of which such Ordinary Share was charged to the mortgagee.

#### LIEN

8. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all the monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### TRANSFER AND TRANSMISSION OF SHARES

9. If a member fails to transfer his Ordinary Share to an assignee of the lease of the Flat of which he is the Owner within one month of the date of the relevant assignment of the lease the Directors shall be entitled by resolution to appoint some person to be the attorney of such member to execute the transfer of such Ordinary 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 Ordinary Share.

#### GENERAL MEETING

10. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.



## **DIRECTORS**

11. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall not be less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification.

12. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10(2) of the Act.

## **ROTATION OF DIRECTORS**

13. In regulation 73 of Table A, after the words "the number nearest to" shall be inserted the words "but not exceeding" and all the words after the semi-colon shall be omitted.

## **PROCEEDINGS OF DIRECTORS**

14. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising therewith and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

## **SECRETARY**

15. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10(2) of the Act.

## **INDEMNITY**

16. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of Section 310 of the Act every Director, managing Director, agent, auditor, secretary, and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

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Names Addresses and Descriptions of Subscribers

---

MARTYN PAUL ASHLEY TAYLOR  
West Kent House  
Crowborough  
East Sussex

Lawyer



ANGELA JEAN McCOLLUM  
West Kent House  
Crowborough  
East Sussex

Secretary

AJ. McCollum

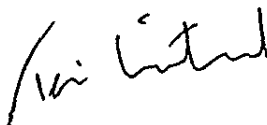
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Dated 16.3.89

Witness to the above Signatures:-

T. Linstead  
West Kent House  
Crowborough  
East Sussex

Secretary



**FILE COPY**



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


**No. 2366930**

**I hereby certify that**

**BEECH COURT MANAGEMENT COMPANY LIMITED**

**is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.**

**Given under my hand at the Companies Registration Office,  
Cardiff the 30 MARCH 1989**

  
**MR. J. D. CAWLEY**

**an authorised officer**