

FILE COPY



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

Company No. 3832892

The Registrar of Companies for England and Wales hereby certifies that  
PINE WALK RESIDENTS ASSOCIATION (EAST HORSLEY) 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 27th August 1999



\*N03832892M\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B

**OYEZ**

Please complete in  
typescript, or in  
bold black capitals.

**12**

## Declaration on Application for Registration

Company Name in full

PINE WALK RESIDENTS ASSOCIATION (EAST  
HORSLEY) LIMITED

**\*F0120C10\***

I, ROGER SEWELL TAYLOR

of 6 BISHOPMEAD PARADE, EAST HORSLEY, SURREY KT24 6SR

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

COBHAM, SURREY

the

EIGHTEENTH

day of

AUGUST

One thousand nine hundred and ninety

NINE

\*Please print name.

before me\*

WENDY BOSLER

Signed

Date

18/8/1999

~~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.

HEDLEYS SOLICITORS

6, BISHOPMEAD PARADE, EAST HORSLEY

SURREY KT24 6SR Tel 01483 284567

DX number 46106 DX exchange COBHAM

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ**for companies registered in England and Wales **DX 33050 Cardiff** or**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**for companies registered in Scotland **DX 235 Edinburgh**

A18 \*AN0URJ12\* 212  
COMPANIES HOUSE 20/08/99



**OYEZ**

Please complete in  
typescript, or in  
bold black capitals.

Notes on completion appear on final page.



**\*F0100C10\***

**Company  
Name in  
full**

## First Directors and Secretary and Intended Situation of Registered Office

PINE WALK RESIDENTS ASSOCIATION (EAST HORSLEY) LIMITED

**Proposed Registered Office**  
(PO Box numbers only, are not acceptable)

6. Bishopsmead Parade, East Horsley

**Post town**

Leatherhead

**County/Region**

Surrey

**Postcode**

KT24 6SR

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.

X

**Agent's Name**

Hedleys, Solicitors

**Address**

6, Bishopsmead Parade

East Horsley, Surrey

**Post town**

**County/Region**

Surrey

**Postcode**

KT24 6SR

**Number of continuation sheets attached.**

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.

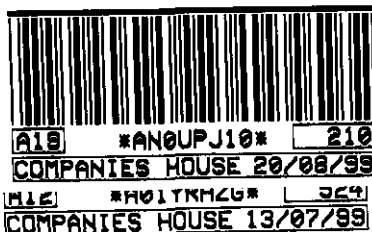
Hedleys, Solicitors

DX 46106 Cobham

Tel 01483 284567

**DX number**

**DX exchange**



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for companies registered in Scotland

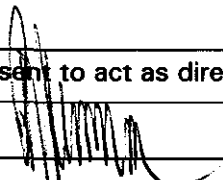
**DX 235 Edinburgh**

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

Company Name		PINE WALK RESIDENTS ASSOCIATION (EAST HORSLEY) LTD.			
*Voluntary details.	NAME	*Style/Title	MR.	*Honours etc.	
	Forename(s)	KELSO			
	Surname	JACKSON			
	Previous forename(s)	—			
	Previous surname(s)	—			
Address		SABLE LODGE, PINE WALK,			
Usual residential address		EAST HORSLEY			
For a corporation, give the registered or principal office address.		Post town	LEATHERHEAD,		
	County/Region	SURREY	Postcode	KT24 5AG	
	Country	UNITED KINGDOM			
I consent to act as secretary of the company named on page 1					
Consent signature		K. Jackson	Date	27.6.99	

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

Please list directors in alphabetical order.

NAME	*Style/Title	SIR	*Honours etc.	K.B.
	Forename(s)	RALPH MARK		
	Surname	HALPERN		
	Previous forename(s)	N/A		
	Previous surname(s)	N/A		
Address		'IMVIFREE'		
Usual residential address				
For a corporation, give the registered or principal office address.		Post town	EAST HORSLEY	
	County/Region	SURREY	Postcode	KT24 5AS
	Country	UNITED KINGDOM		
	Date of birth	Day	Month	Year
		24	10	38
	Nationality	BRITISH		
Business occupation		RETIRED COMPANY CHAIRMAN		
Other directorships		PREMIER AGENCIES LTD.		
I consent to act as director of the company named on page 1				
Consent signature				
		Date	27-6-99	

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

<b>NAME</b>	<b>*Style/Title</b>	MR		<b>*Honours etc.</b>	N/A	
<b>*Voluntary details.</b>	<b>Forename(s)</b>	ALEXANDER STEPHEN				
	<b>Surname</b>	VEYS				
	<b>Previous forename(s)</b>	N/A				
	<b>Previous surname(s)</b>	N/A				
<b>Address</b>	REDDOOD					
<b>Usual residential address</b> For a corporation, give the registered or principal office address.	PINE WALK, EAST HERSLEY					
	<b>Post town</b>	LEATHER HEAD				
	<b>County/Region</b>	SURREY	<b>Postcode</b>	KT24 5AS		
	<b>Country</b>	UNITED KINGDOM				
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>	BRITISH
		30	03	64		
	<b>Business occupation</b>	FUND MANAGER				
	<b>Other directorships</b>	N/A				
	I consent to act as director of the company named on page 1					
	<b>Consent signature</b>				<b>Date</b>	27/6/99

**This section must be signed by**

**Either**  
an agent on behalf  
of all subscribers

Signed

Date

13 08 1999

**Or the subscribers**  
(i.e. those who signed  
as members on the  
memorandum of  
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## 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. Director's 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 and include the company's number.

THE COMPANIES ACT 1985 - 1989

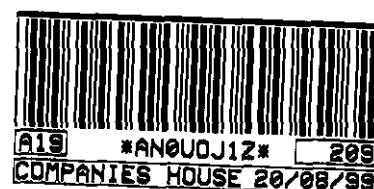
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

PINE WALK RESIDENTS ASSOCIATION (EAST HORSLEY) LIMITED

1. The name of the Company is "Pine Walk Residents Association (East Horsley) Limited" (hereinafter called "the Company")
2. The registered office of the Company is to be situated in England
3. The objects for which the Company is established are:
  - (a) to preserve and maintain the private roadway and land known as Pine Walk East Horsley Surrey (the Road) and the surface thereof
  - (b) to improve, manage, construct, repair, maintain, alter or develop and to deal with the same in such manner as the Company shall think fit, and to do all such things in connection therewith as the Company may consider to be necessary, convenient, appropriate or relevant to the management of the Road
  - (c) to acquire the roadway and land known as Pine Walk East Horsley Surrey and the verges, trees and other plants adjacent thereto if in the opinion of the Company it is appropriate to do so
  - (d) to do all things specified for the time being in the Articles of Association of the Company

The objects in each preceding sub-clause shall not be in any way limited or restricted by reference to or inference from the terms of any other sub-clause herein except as may be expressly stated, or by the name, place or date of incorporation of the Company. Each subclause, object and power herein shall be a main object of the Company and not ancillary or subsidiary to any other sub-clause, object or power herein. The Company shall have as full a power to exercise all or any of the objects and



powers in each sub-clause herein as if each sub-clause contained the objects of a separate company


4. The liability of the members is limited
5. The share capital of the Company is £25.00 divided into 25 shares of £1.00 each




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 below against our respective names

Names and Addresses  
of Subscribers

Number of shares  
taken by each subscriber

 SIR RALPH HALPERN  
INWISFREE  
EAST HORSLEY  
SURREY KT24 5AS

TWO

 MR. A.S. VEYS  
RENDON  
PINE WALK  
EAST HORSLEY  
SURREY KT24 5AS


ONE

Total Shares Taken

Dated:

27th. June 1999

Witness to the above signatures

 MW ENGLISHBY  
15 ROMAYNE HOUSE 4  
GAUDEN RD.  
CLAPHAM  
LONDON  
SW4 6LP.

THE COMPANIES ACTS 1985 - 1989 COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

PINE WALK RESIDENTS ASSOCIATION (EAST HORSLEY) LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company
2. Regulations 2 to 24 (inclusive) 30, 32, 33, 37, 38, 39, 44, 46, 47, 49, 57, 64 to 69 (inclusive), 84, 87, 94 to 97 (inclusive), 102 to 110 (inclusive), shall not apply to the Company but the regulations hereinafter contained together with the remaining regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company
3. In these Articles of Association "the Act" means the Companies Act 1985
4. The Company is a private Company within the meaning of the Act

INTERPRETATION

5. In these Regulations:

"Property" means Freehold property adjoining Pine Walk East Horsley which currently has the benefit of a right of access over Pine Walk or such other property which has the benefit of a formal grant of a right of access over Pine Walk

"Owner" means any person who is for the time being registered or entitled to be registered at Her Majesty's Land Registry as the Owner of Property

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

6. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same"

## SHARE CAPITAL AND VALUATION OF RIGHTS

7. The share capital of the Company at the date hereof is £25.00 divided into 25 shares of £1.00 each
8. There shall as soon as may be after the coming into operation of these Articles be made such transfers and allotments of shares as shall ensure that the Owner of each Property is entitled to hold, whether by transfer or allotment, in respect of such property one and only one share in the Company, being the share allocated to that property, and that no person who is not the Owner of a Property shall hold any shares in the Company
9. The price to be paid upon an allotment of a share shall be its nominal value
10. Subject to Article 11, on a show of hands every member present in person shall have one vote for each share of which he is the holder
11. If more than one person is jointly the Owner of a Property such persons shall jointly hold the corresponding share in the Company but shall have only one vote in right of such share, whether as members or Directors, which shall be cast by the holder whose name first appears in the Register of Members
12. The members of the Company shall from time to time and whenever called upon so to do by the Company each pay to the Company a rateable proportion of all costs, expenses, losses and amounts properly incurred or to be incurred by the Company in pursuance of its objects and ratified as being the amount required by the Company to meet the reasonable financial requirements of the Company for the financial year as defined in Article 39 by the Annual General Meeting of the Company or such other General Meeting as shall be convened in accordance with these Articles for such purpose. In the event that any amount remains outstanding for four weeks after being demanded the member shall not have voting rights until such amount shall have been paid
13. If a new Property comes into existence and formal rights of access are granted over Pine Walk, the Owner thereof shall be entitled to a share in the Company which shall forthwith be allotted to him, but no transfers or allotments of shares other than those required by regulation 8 hereof or this regulation shall be made while this Part of these Articles applies

14. In accordance with section 91 of the Act Sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company
15. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Regulations or by law otherwise provided) any other rights in respect of any shares except an absolute right to the entirety thereof in the registered holder
16. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for each of one of his shares. Every certificate shall be signed on behalf of the Company and specify the share to which it relates and the amount paid up thereon. Provided that in respect of a share held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
17. If a share certificate is defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and the payment of a fee of £10 or such other fee as may be determined by Ordinary Resolution
18. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company

#### LIEN

19. The Company shall have a first and paramount lien on all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation

#### TRANSFER OF SHARES

20. (a) A share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the Property in respect of which it is held and to the person becoming or about to become upon such change the Owner of a Property

(b) The price to be paid upon the transfer of a share shall be its nominal value

(c) If the holder of a share refuses or neglects to transfer it in accordance with this regulation, the Chairman for the time being of the Directors or, failing him, one of the Directors duly nominated by the resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of that holder with full power in his name and on his behalf to execute, complete and deliver a transfer of his share to the person to whom it should be transferred hereunder, and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee in the register of members as the holder by transfer of the said share

21. The instrument of transfer of a share shall be signed by or on behalf of the transferor who shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof

22. Subject to such of the restrictions of these Regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve

23. The Directors shall refuse to register a transfer of any share if the transferee is not the Owner of the Property to which the share relates in accordance with Regulation 8 but shall otherwise register such transfer provided:-

(a) the instrument of transfer is accompanied by the certificate of the share to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer: and

(b) the consideration for the transfer does not exceed the nominal value of the share

#### ALTERATION OF CAPITAL

24. The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe

## GENERAL MEETINGS

25. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and such meeting shall be held within three months of the end of the financial year of the Company but so that not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint
26. The Directors 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 Directors capable of acting to form a quorum, any Director or any five 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 Directors

## NOTICE OF GENERAL MEETINGS

27. 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 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 the hour of meeting and, in 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 regulations of the Company, entitled to receive such notices from the Company: Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed
- (a) in the case of a meeting called as the annual general meeting, by all members entitled to attend and vote thereat; and

- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent, in nominal value of the shares giving that right
- 28. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend, and, on a poll, vote instead of him and that such proxy need not also be a Member
- 29. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly

#### PROCEEDINGS AT GENERAL MEETINGS

- 30. No special business shall be transacted at any general meeting unless a quorum is present. A quorum shall be not less than 60 percent of all members having paid all amounts due to the Company and being entitled to vote at the general meeting being present in person or by proxy
- 31. 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 sheet, the ratification of the subscription as provided in Article 12 and the reports of the Directors and if applicable Auditors, the election of Directors in the place of those retiring and the appointment of and if applicable the fixing of the remuneration of, the Auditors
- 32.
  - (a) At any general meeting an ordinary resolution put to the vote of the meeting shall be decided by on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any member present in person or by proxy and entitled to vote. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in such vote
  - (b) On any vote taken at a general meeting of the Company a

special resolution shall not be passed unless the majority of votes in favour of the resolution is not less than two thirds of the total number of votes cast at the general meeting

#### DIRECTORS

33. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be three who shall be the Chairman, Secretary and Treasurer. For the purpose of meetings of Directors a quorum shall be two Directors
34. No person who is not a member of the Company shall be eligible to hold office as a Director. The office of a Director shall be vacated upon the execution of a transfer of a share held by such Director as the Owner of a Property. Regulation 81 of Table A shall be modified accordingly
35. Subject as aforesaid the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director
36. Subject as aforesaid the Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director

#### POWERS AND DUTIES OF DIRECTORS

37. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in Section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present

Unless authorised to do so by a special resolution of the members the Directors shall invest any funds not immediately required for the objects of the Company with a High Street Clearing Bank.

#### ACCOUNTS



38. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting
39. Unless altered by a special resolution of the members the financial year of the Company shall commence on the 1<sup>st</sup> January and end on the 31<sup>st</sup> December in each calendar year

NAMES AND ADDRESSES OF SUBSCRIBERS

1.

~~SIR RALPH HAYDEN~~  
~~COLWICK~~  
~~EAST HORSLEY~~  
~~SURREY KT24 5AH~~

2.

*My*

Mr. A. S. VEYS  
Redwood, Pine Walk  
East Horsley Surrey KT24 5AS.

Dated this 27<sup>th</sup> day of June

1999

Witness to the above signatures

K. Jackson

KELSO JACKSON,  
SABLE LODGE,  
PINE WALK,  
EAST HORSLEY,  
SURREY KT24 5AG