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THE COMPANIES ACT, 1948





Companies Registration Fee Stamp must be impressed here.

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the COURT GARDEN (TUNBRIDGE WELLS) Name of the Company. LIMITED

POTENTIAL DY

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& Hanson, Messrs. Stone,

Ke Wells, Kent.

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PRINTERS AND PUBLICIERS OF COMPANIES' BOOKS AND FORMS

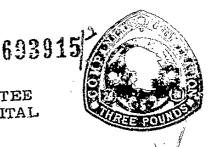
Before me,

A Commissioner for Oaths ["Notary Public or Justice of the Peace"]



The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



Memorandum of Association

3 0 MAY 1961

OF

COURT GARDEN (TUNBRIDGE WELLS) LIMITED.

- 1. The name of the Company (hereinafter called "the Company") is "COURT GARDEN (TUNBRIDGE WELLS) 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
 Court Garden No. 14 Calverley Park Gardens
 Tunbridge Wells in the County of Kertand to hold
 the same as an investment for the benefit of the
 lessees of the flats comprised therein.
 - (B) To manage Court Garden No. 14 Calverley
 Park Gardens Tunbridge Wells aforesaid and to
 collect the rents and income thereof.
 - (C) Subject to the provisions of section 14 of the Companies Act, 1948, 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 entrance drives, drains, pipes, wires, cables buildings, or erections necessary or convenient for the work of the Company.
 - (D) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

(E) To borrow or raise money for the purposes of

THE SOLICHORS LAW STATIONETY SECURITY LIGHTED, OLEZ POTOT, DERANG COLLDINGS,

518 MAY 1961

the Company on such terms and on such security as may be thought fit.

- (F) 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.
- (G) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or as are calculated to enhance the value and beneficial advantage of Court Garden No. 14 Calverley Park Gardens Tunbridge Wells aforesaid.
- 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 the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
- 6. No person shall be admitted to membership of the Company other than the subscribers hereto and the lessees of flats comprised in Court Garden No. 14 Calverley Park Gardens Tunbridge Wells aforesaid holding under head leases derived immediately out of the freehold interest therein. Section 23 of the Companies Act 1948 shall not apply to this paragraph.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Luy Miniam Wickins. 93. Frank Road Tumbridge Wells Kent Married Woman

Doris Day Wickins.

ees

93 Frank Road Tunbridge Wells Kent Civil Servant

13 hi day of /704 1961. DATED this

WITNESS to the above Signatures :-

Solicitor Tumbridge Wells



693915|3

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



REGIST 20 MAY 1961

Articles of Association

0F

COURT GARDEN (TUNBRIDGE WELLS) LIMITED.

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

WORDS		MEANINGS
The Act	• •	The Companies Act, 1948.
These presents	• •	These Articles of Assoc- iation, and the regulations of the Company from time to time in force.
The Company	• •	The above-named Company.
The Office	• •	The registered office of the Company.
The Seal .	• •	The common seal of the Company.
The United Kingdom	• •	Great Britain and Northern Ireland.
Month	• •	Calendar Month.
Court Garden	• •	Court Garden No. 14, Calverley Park Gardens Tunbridge Wells in the County of Kent.
The flat-owners	• •	The lessees for the time being

of the flats comprised in the Mansion holding under head leases derived immediately out of the freehold interest therein.

In writing . .

Written, printed or lithographed, or partly one and partly another, and other modes, of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- 2. The number of members with which the Company proposes to be registered is fifty, but the Directors may from time to time register an increase of members.
- 3. The Company is established for the purposes expressed in the Memorandum of Association.
- 4. The Company is a private company and accordingly:
- (a) The number of members for the time being of the Company is not to exceed 50.
- (b) The Company shall not offer any of its Shares (if and so long as the Company shall have any Share Capital) or any of its Debentures to the public for subscription.
- (c) If and so long as the Company shall at any time have any Share Capital, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any Share of the Company

MEMBERSHIP.

- 5. The Subscribers to the Memorandum of Association and all Flat owners who apply in writing for membership shall be members of the Company.
- 6. Where two or more persons jointly are the Flat owners

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of one Flat in Court Garden they shall together constitute one member and the person whose name first appears in the Register of Members shall exercise the voting and other powers vested in such member.

- 7. The Subscribers to the Memorandum of Association shall cease to be members as soon as the Flat owners of all the Flats comprised in Court Garden have become members. 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. A member shall have the right at any time to resign his membership of the Company.
- 8. The Trustee in bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member if, at the time of his application for membership, he is a Flat owner.

GENERAL MEETINGS.

- 9. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 11. 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 132 of the Act.
- 12. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the

consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

- 14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Directors and of the Auditors, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.
- 15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members personally present shall be a quorum.
- 16. If within half and hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 17. The Chairman (if any) of the Directors shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Director, or if no Director be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
- 18. 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 business which might have been transacted at the meeting from which the

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adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

- 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority. and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 20. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 24. 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.

25. Subject as hereinafter provided, every member shall have one vote.

- 26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membersnip, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.
- 28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated an valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

"COURT GARDEN (TUNBRIDGE WELLS) LIMITED.

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"and failing him,
"of
"to vote for me and on my behalf at the (Annual "or Extraordinary, or Adjourned, as the case "may be) General Meeting of the Company to be "held on the day of," and at every adjournment thereof.

"As witness my hand this

day of

19 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

DIRECTORS.

- 32. Until otherwise determined by a General Meeting, the number of the Directors shall not be less than two normore than four.
- 33. The first Directors shall be the subscribers to the Memorandum of Association.
- 34. The Directors may from time to time and at any time appoint any member of the Company as a Director, either to fill a casual vacancy or by way of addition to the Directors, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 35. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a Director.

POWERS OF THE DIRECTORS.

- 36. The business of the Company shall be managed by the Directors who may pay all such expenses, of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company and to such regulations, being not inconsistent with the aforesaid regulations or 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 Directors which would have been valid if such regulation had not been made.
- 37. The Directors for the time being may act notwithstanding

uny vacancy in their body, provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

38. The Secretary, shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Directors 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 or no Secretary capable of acting.

THE SEAL.

39. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Directors, and in the presence of at least one Director and of the Secretary, and the said Director and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF DIRECTORS.

- 40. The office of a Director shall be vacated-
 - (A) If a receiving order is made against him or he makes any arrangement or composition with this creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a member of the Company.
 - (D) If by notice in writing to the Company he resigns his office.
 - (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
 - (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

ROTATION OF DIRECTORS.

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General Meeting to be held in every subsequent year, one third of the Directors for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office.

- 42. The Directors to retire shall be those who have been longest in office since their last election or appointment. As between those of equal seniority, the Directors to retire shall in the absence of agreement be selected from among them by let. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Director shall be eligible for re-election.
- 43. The Company may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- 44. The Company may from time to time in General Meeting increase or reduce the number of Directors and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 45. In addition and without prejudice to the provisions of section 184 of the Act, 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 qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE DIRECTORS.

- 46. The Directors 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.
- 47. A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

- 48. The Directors shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Directors at which he shall be present, and may determine for what period he is to hold office, but it no such Chairman be elected 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 Directors present shall choose one of their number to be Chairman of the meeting.
- 49. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally.
- 50. The Directors may delegate any of their powers to committees consisting of such Director or Directors as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors.
 - 51. All acts bona fide done by any meeting of the Directors or of any committee of the Directors or by any person acting as a member of the Directors 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 Director.
 - 52. The Directors shall cause proper minutes to be made of all appointments of officers made, by the Directors and of the proceedings of all meetings of the Company and of the Directors and of committees of the Directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
 - 53. A resolution in writing signed by all the Directors for the time being or of any committee of the Directors who are entitled to receive notice of a meeting of the Directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such committee duly convened and constituted.

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ACCOUNTS.

- 54. The Directors shall cause proper books of account to be kept with respect ()-
 - (A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place.
 - (B) all sales and purchases of goods by the Company, and
 - (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

- 55. The books of accounts shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.
- 56. 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.
- 57. At the Annual General Meeting in every year the Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors', report shall be open to inspection and be read before the

meeting as required by section 162 of the Act.

AUDIT.

- 58. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 59. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the Directors being treated as the Directors mentioned in those sections.

NOTICES.

- 60. 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.
- 61. Only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices of the Company.
- 62. 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Luy Missiam Wickins.

93 Frank Road

Tumbridge Wells

Married Woman

Doris Loy Wickins.

93 Frank Road

Tunbridge Wells Civil Servant

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WITNESS to the above Signatures:-

DUPLICATE FOR THE FILE

No. 693915



Certificate of Incorporation

I Hereby Certify, that

COURT GARDEN (TUNBRIDGE WELLS) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this

Thirtieth

day of

May

One Thousand Nine Hundred and Sixty one.

Certificate received by tant Registrar of Companies.

CHARLES SHOW TO THE REAL PROPERTY. (Q1439) 465"9/2812 25M 12/60 ATSS. 746