

1045449

Number of Company.....

NO
FEE
PAYABLE**THE COMPANIES ACTS 1948 to 1967**

Declaration of Compliance with the requirements of the
Companies Acts 1948 to 1967, on application for registration of a Company.

Pursuant to Section 15 (2)

Name of
Company

STOKE PARK AVENUE

LIMITED

Presented by

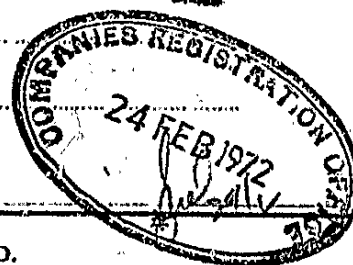
Walters Vandercom & Hart,

9 Queen Anne Street,

London W1M 0BQ

Presenter's Reference

X.4.



F. S. MOORE LTD.

Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2

Telephone: 01-405 2866

J,

LESLIE ARTHUR SMITH

of 9 Queen Anne Street London W1M 0BQ

(A) Here insert:
"A Solicitor of the
Supreme Court"
(or in Scotland
a Solicitor) "engaged
in the formation"

or
"A person named
in the Articles of
Association as a
Director" (whichever
Secretary
is applicable).

Do solemnly and sincerely declare that I am ^(A) a Solicitor
of the Supreme Court engaged in the formation

of STOKE PARK AVENUE

LIMITED,

and that all the requirements of the Companies Acts 1948 to
1967 in respect of matters precedent to the registration of the said
Company and incidental thereto 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 11 Mansfield Street,
London W.1.

Leslie A. Smith

* the 24th day of February 19 72

Before me,

Lon Bellini

A Commissioner for Oaths, (or a Notary Public or
Justice of the Peace.)

* This Declaration must not be made until the Memorandum and Articles of Association
and Form 25 (Statement of Nominal Capital) have been signed and dated.

Reserve for binding

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

1045440/2

Memorandum of Association

OF

Stoke Park Avenue ~~Residents~~
~~Association~~ Limited.

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1. The name of the Company (hereinafter called "the Association") is "STOKE PARK AVENUE ~~RESIDENTS~~ ~~ASSOCIATION~~ LIMITED".

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2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are :-

- (A) To acquire the freehold or other interest in property in and about Stoke Park Avenue Farnham Royal in the County of Buckingham subject to but with the benefit of all or any covenants touching, affecting or concerning the said property (hereinafter called "the Avenue").
- (B) To provide, promote, encourage, maintain and improve services and facilities capable of benefiting or assisting any person, firm or company having an interest in premises whether by freehold, leasehold or other right or title abutting on or adjoining the Avenue or residing in any such premises and in particular but without prejudice to the generality of the foregoing to maintain and improve the road surface and street lighting of the Avenue aforesaid.



- (C) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association 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 Association.
- (D) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (E) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (F) To accept donations or subscriptions and borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (G) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- (H) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money whether by way of covenanted donation or otherwise for any charitable purposes.
- (I) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of

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dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association; but so that no member of the Committee of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Committee or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Committee of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such a member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited. ✓

6. Every member of the Association undertakes to contribute to the assets of the Association, 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 Association 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.

(4)

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.	Witness to Signatures
Diane Day 9 Queen Anne Street, London W1M 0BQ Secretary P. C. Lewis 9 Queen Anne Street London W1M 0BQ Secretary	Witness

DATED this 23rd day of February, 1972.

Witness to the above signatures
Leslie C. Smith

9 Queen Anne Street

London W1M 0BQ

Solicitor

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

Stoke Park Avenue ~~Residents~~
~~Association~~ Limited.

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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 -

WORDSMEANINGS

The Act	...	...	The Companies Act, 1948.
These presents	...	...	These Articles of Association, and the regulations of the Association from time to time in force.
The Association...	...	...	The above-named Company.
The Committee	...	...	The Committee of Management for the time being of the Association.
The Office	...	...	The registered Office of the Association.
The Seal	...	...	The common seal of the Association.
The United Kingdom	...	...	Great Britain and Northern Ireland.

Month	...	...	Calendar month.
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 Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

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

3. The Association is a private company and accordingly :-

- (a) The number of members for the time being of the Association is not to exceed fifty.
- (b) The Association shall not offer any of its shares (if and so long as the Association shall have any share capital) or any of its debentures to the public for subscription.
- (c) If and so long as the Association shall at any time have any share capital the Committee may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share of the Association.

4. The provisions of Section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

MEMBERSHIP

5. The first members of the Association shall be the subscribers to the Memorandum of Association. Forthwith upon the incorporation of the Association each of the said subscribers shall pay to the Association by way of an entrance subscription the sum of £1.

6. No other person shall be admitted to membership of the Association unless he :-

- (a) shall have an interest in premises whether by freehold, leasehold or other right or title abutting on or adjoining Stoke Park Avenue Farnham Royal in the County of Buckingham or shall reside in such premises; and
- (b) shall have been previously approved for the purpose by the Committee, whose decision shall in every case be absolute; and
- (c) shall have paid to the Association the entrance subscription for the time being payable under or pursuant to Article 5.

7. The entrance subscription payable in respect of membership of the Association shall be the sum of £1 or such other sum as may from time to time be fixed by resolution of the Committee and approved by the Association in General Meeting.

8. Where any person desires to be admitted to membership of the Association, then unless the Committee otherwise resolves, he shall deliver to the Association, duly completed and signed by him, a form of application framed in such manner as the Committee shall require.

9. Members shall pay to the Association an annual subscription of £1 or such other sum as from time to time be fixed by resolution of the Committee and approved by the Association in General Meeting. The annual subscription shall become due on the 1st day of January in every year.

10. Members shall be entitled to receive all such information with regard to the work of the Association, and such of the publications of the Association, as the Committee may think it reasonable and practical to supply.

11. No person shall be entitled or able to become a member of the Association jointly with any other person or persons.

12. A person who is a member of the Association shall ipso facto cease to be such a member :-

- (i) if, not being a corporation, he is adjudicate 'bankrupt;
- (ii) if, not being a corporation, he dies or becomes of unsound mind;
- (iii) if, that person gives notice in writing to the Association resigning his membership;
- (iv) if, being a corporation, an order is made or an effective resolution is passed for the winding up of that person;
- (v) if, that person makes default for more than six months in payment of his annual subscription;
- (vi) if, he shall cease to satisfy the qualification for membership prescribed in Article 6(a) hereof.

Provided always that the cessation for any reason of a person's membership shall be without prejudice to his liability to the Association for payment of any annual subscription due or overdue at the time of such cessation.

GENERAL MEETINGS

13. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as maybe determined by the Committee 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 Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation c. in the following year.

14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

15. The Committee 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.

16. 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 the 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 Association; 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.

17. 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 proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. 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 Committee and of the Auditors, the election of members of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

19. 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 ~~five~~ ^{five} members personally present shall be a quorum.

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20. If within half an 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 Committee 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.

21. The Chairman (if any) of the Committee 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 member of the Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

22. 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 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.

23. 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.

24. Subject to the provisions of Article 25, 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.

25. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

26. 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.

27. 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.

VOTES OF MEMBERS

28. Subject as hereinafter provided, every member shall have one vote, provided that Corporate members may not vote.

29. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every annual subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

30. 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.

31. A proxy must be a member of the Association.

32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.

33. 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 as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

34. 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.

35. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"I
"of
" a member of Stoke
"Park Avenue ~~Residents Association~~ Limited
"hereby appoint
" of
" 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 Association 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.

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COMMITTEE OF MANAGEMENT

36. Until otherwise determined by a General Meeting, the number of the members of the Committee shall not be less than ³ nor more than 10.

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37. The first members of the Committee shall be appointed by the subscribers to the Memorandum of Association.

38. The Committee may from time to time and at any time appoint any member of the Association as a member of the Committee either to fill a casual vacancy or by way of addition to the Committee, 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.

39. Notwithstanding anything in these presents contained, the only persons capable of being appointed or elected as members of the Committee shall be persons who are either :-

- (a) non-corporate members of the Association, or
- (b) non-corporate directors or members of the Council of Management or other Governing Body of a corporation which is itself for the time being a member of the Association (provided however that such representative Committee member shall not have power to vote in Committee but shall have an advisory function only).

POWERS OF THE COMMITTEE

40. The business of the Association shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association 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 Association, and to such regulations,

being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

41. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee 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 as the Committee for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

42. The Secretary shall be appointed by the Committee 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 Committee 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

43. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two members of the Committee and of the Secretary, and the said members 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 Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

44. The office of a member of the Committee shall be vacated :-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (B) If he becomes of unsound mind;
- (C) If any event occurs whereby he is neither a member of the Association nor a director or member of the Council of Management or other Governing Body of a corporation which is itself for the time being a member of the Association;
- (D) If by notice in writing to the Association 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.

45. None of the provisions of Section 185 of the Act, relating to the age limit of directors of a company, shall in any way apply to the Association.

ROTATION OF MEMBERS OF THE COMMITTEE

46. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Committee 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.

47. The members of the Committee to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Committee shall be eligible for re-election but so that no member shall be eligible for re-election after he shall have served two consecutive terms until he shall have stood down for one year.

48. The Association may, at the meeting at which a member of the Committee 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.

49. No person not being a member of the Committee retiring at the meeting shall, unless recommended by the Committee for election, be eligible for election to membership of the Committee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

50. The Association may from time to time in General Meeting increase or reduce the number of members of the Committee, 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.

51. In addition and without prejudice to the provisions of Section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Committee 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 COMMITTEE

52. The Committee 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, seven

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.

53. A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

54. The Committee shall from time to time elect ~~(a) a President (b) a Vice-President, and (c)~~ a Chairman who shall be entitled to preside at all meetings of the Committee at which he shall be present, and may determine for what period he is to hold office, but if 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 members of the Committee present shall choose one of their number to be Chairman of the meeting.

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55. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Committee generally.

56. The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.

57. All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee or by any person acting as a member of the Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as

if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.

58. The Committee shall cause proper minutes to be made of all appointments or discharges made by the Committee and of the proceedings at all meetings of the Association and of the Committee and of sub-committees of the Committee, 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.

59. A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee of the Committee who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

ACCOUNTS

60. The Committee shall cause proper books of account to be kept with respect to :-

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

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 Association and to explain its transactions.

61. The books of account shall be kept at the office, or, subject to Section 14(1) of the Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the members of the Committee.

62. The Committee 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 Association or any of them shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Committee or by the Association in General Meeting.

63. At the Annual General Meeting in every year the Committee shall lay before the Association 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 Association) 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 Committee 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

64. Once at least in every year the accounts of the Association 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.

65. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act, and Section 14 of the Companies Act 1967 the members of the Committee being treated as the Directors mentioned in those Sections.

NOTICES

66. A notice may be served by the Association upon any member, either personally or by sending through the post in a prepaid letter, addressed such member at his registered address as appearing in the Register of Members.

67. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.

68. 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.

DISSOLUTION

69. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed amongst the members of the Association.

Names, Addresses and Descriptions of Subscribers.	Witness to Signatures
Draine Jay 9 Queen Anne Street, London W14 0BQ Secretary P. C. Lewis 9 Queen Anne Street London W14 0BQ. Secretary.	<i>[Handwritten signature]</i> R.

DATED this 23rd day of February, 1972.

WITNESS to the above Signatures :-

Leslie A. Smith

9 Queen Anne Street
London W14 0BQ
Leslie A. Smith



CERTIFICATE OF INCORPORATION

No. 1043440

I hereby certify that

STOKE PARK AVENUE LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 9TH MARCH 1972

A handwritten signature in cursive script, appearing to read 'F. L. Knight'.

(F. L. KNIGHT)

Assistant Registrar of Companies