

**Companies Acts 1948 to 1981**

**Company Limited By Shares**

**MEMORANDUM  
AND ARTICLES OF  
ASSOCIATION**

**ST. BENEDICTS (TOOTING) MANAGEMENT COMPANY LIMITED  
COMPANY NUMBER 1912369  
INCORPORATED ON 9TH MAY 1985**

The Companies Acts, 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF ST. BENEDICTS (TOOTING) MANAGEMENT COMPANY LIMITED

1. The name of the Company is St. Benedicts (Tooting) Management Company 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 title to land at St. Benedicts Estate off Rectory Lane in Tooting in the London Borough of Wandsworth together with the block or blocks of flats erected thereon and the garages parking spaces and grounds appurtenant thereto and to grant leases of the said flats garages parking spaces and other parts of the said property on such terms as may from time to time seem expedient.
  - (b)(i) To manage and administer land buildings and property of every description on its own account or as trustee or nominee or agent of any other company or person and in particular but without prejudice to the generality of the foregoing to control manage supervise repair and maintain the said property known as or intended to be known as St. Benedicts Estate off Rectory Lane Tooting in the London Borough of Wandsworth aforesaid and to provide and supply such services and amenities for the tenants lessees and residents thereof as may be necessary convenient or desirable.
  - (ii) To lay out maintain replant and repair gardens pleasure grounds lawns shrubberies and play grounds and other amenities on the said property and repair boundary and other walls and fences to keep such gardens pleasure grounds lawns and shrubberies as aforesaid in good order and condition and properly planted and to replace such plants and shrubs as may die or require replacing.
  - (iii) To build construct maintain and repair all manner of buildings and structures car parks roads paths boundary and other wall and fences lighting installations sewers and drainage installations and other appurtenances and amenities on the said property and to keep the same in good order and condition.
  - (iv) To engage servants and agents for the purpose of carrying out any of the objects of the Company.
  - (v) To execute and do all such acts and things as may be requisite for

the purpose of ensuring the efficient management and administration of the said property.

(vi) To enter into contracts of insurance and indemnity in respect of any liability of the Company or of the ground landlord of the said property for claims arising from the use of the said property or any part thereof in common by the owners or occupiers of the said flats or by any other persons lawfully on the said property and to effect and maintain insurance against loss or injury to any property of or to any persons employed by the Company.

(vii) To make regulations regarding the use by the owners and occupiers of the said flats their families servants and friends of the said property or any part thereof so used in common as aforesaid.

(c) To carry on all or any of the business of proprietors or managers of houses flats or other buildings or land and of builders contractors plumbers decorators carpenters joiners gas electrical water and sanitary engineers and of insurance and estate agents.

(d) To develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes constructing altering pulling down decorating maintaining furnishing fitting up and improving buildings and by planting paving draining farming cultivating letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders tenants and others.

(e) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified above or which may seem advisable to be undertaken for the purposes thereof.

(f) To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any lands buildings easements rights privileges concessions patents patent rights licences secret processes machinery plant stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(g) To erect construct lay down enlarge alter and maintain any roads reservoirs stores buildings works plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection construction and maintenance of any of the above.

(h) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(i) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights powers privileges and conditions as may be thought fit

debentures or debenture stock either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(j) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.

(k) To receive money on deposit or loan upon such terms as the Company may approve.

(l) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations gratuities pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or otherwise associated with the Company in business and the wives widows families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions associations clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(m) To draw make accept endorse negotiate discount and execute promissory notes bills of exchange and other negotiable instruments.

(n) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(o) To pay for any property or rights acquired by the Company in cash or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.

(p) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash by instalments or otherwise or in fully or partly paid-up shares of any company or corporation with or without deferred or preferred or special rights or restrictions in respect of dividend repayment of capital voting or otherwise or in debentures or mortgage debentures or debenture stock mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold dispose of or otherwise deal with any shares stock or securities so acquired.

(q) To sell improve manage develop turn to account exchange let on rent royalty share of profits or otherwise grant licences easements and other rights in or over and in any other manner deal with or dispose of the

undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(r) To subscribe or guarantee money for or organise or assist any national local charitable benevolent public general or useful object or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(s) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(t) To do all or any of the above things in any part of the world and either as principals agents trustees contractors or otherwise and either alone or in conjunction with others and either by or through agents trustees sub-contractors or otherwise.

(u) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The income and property whatsoever and wheresoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as herein set forth and no part thereof shall be paid or transferred either directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Company but so that nothing herein contained shall prevent the payment in good faith of remuneration to any director, officer or servant of the Company or to any member of the Company in return for services rendered to the Company.

5. The liability of the Members is limited.

6. The Share Capital of the Company is One thousand pounds divided into Two Hundred Shares of Five pounds each. \*

\* The share capital of the Company was increased from £700 to £1,000 by Ordinary Resolution passed on 13th September 1985.

We, the several persons whose Names Addresses and Descriptions are subscribed are desirous of being formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES  
OF SUBSCRIBERS.

NUMBER OF SHARES TAKEN  
BY EACH SUBSCRIBER.

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Karen Wilson,  
81 City Road,  
London EC1Y 1BD.

ONE

Company Registration Agent

Mark Francis Burten,  
81 City Road,  
London EC1Y 1BD.

ONE

Company Registration Agent

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Dated this 3rd day of December 1964

Witness to the above Signatures:

Helen Louise Ashton,  
81 City Road,  
London EC1Y 1BD.

Legal Assistant

The Companies Act 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF ST. BENEDICTS (TOOTING) MANAGEMENT COMPANY LIMITED

PRELIMINARY

1. The regulations contained in Table A in the First Schedule to the Companies Act 1948 as subsequently amended (such Table being hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby that is to say Clauses 2 to 6 inclusive, 12 to 14 inclusive, 15 to 21 inclusive 24 and 33 to 39 inclusive 40 to 43 inclusive 53 75 and 81 to 83 inclusive 107 to 109 inclusive 114 to 122 inclusive and 128 to 129 inclusive in Table A shall not apply to the Company and in addition to the remaining Clauses in Table A as varied hereby the following shall be the Regulations of the Company.

MEMBERSHIP

2. In this and the following Articles:-

"Dwelling" means a flat maisonette or house comprised in the property described as St. Benedicts off Rectory Lane Tooting in the London Borough of Wandsworth and mentioned in sub-clause (a) Clause 3 of the Memorandum of Association.

"Dwellingholder" means the person or persons to whom a lease of a Dwelling has been granted at a rent less than two-thirds of the rateable value of such Dwelling or the owner for the time being of a dwelling disposed of on a freehold basis; and so that whenever two or more persons are for the time being joint Dwellingholders of any one Dwelling they shall for all the purposes of these Articles be deemed to constitute one Dwellingholder.

3. The Subscribers to the Memorandum of Association of the Company shall be duly registered as Members of the Company in respect of the Shares for which they have signed such Memorandum. The Subscribers' Shares may be transferred to and held by a Director or Directors of the Company other than a Dwellingholder or Dwellingholders until such time as there are Dwellingholders in respect of all Dwellings (or such lesser number as the directors shall in their absolute discretion determine) comprised in the property referred to in Article 2 hereof under the sub-heading "Dwelling". Save as aforesaid no Shares shall be allotted or transferred to any person who is not a Dwellingholder and no more than one Share shall be allotted or transferred in respect of any one Dwelling.

4. Clause 11 in Table A shall be read and construed as if the words "(not being a fully paid Share)" were omitted.

5. Clause 22 in Table A shall be read and construed as if the words "and transferee" were omitted.

6. (a) If any Dwellingholder parts with his interest in the Dwelling held by him or if his interest therein for any reason ceases and determines he or in the event of his death his legal personal representatives shall transfer his Share in the Company to the person or persons becoming Dwellingholder of the said Dwelling in his place.

(b) The price to be paid on the transfer of every Share under this Article shall unless the transferor and transferee otherwise agree be its nominal value.

(c) If the holder of a Share (or his legal personal representative) refuses or neglects to transfer it in accordance with this Article one of the Directors duly nominated for that purpose by a resolution of the Board shall be the Attorney of such holder with full power on his behalf and in his name to execute complete and deliver a transfer of his Share to the person or persons to whom the same ought to be transferred hereunder and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said Share in the Register of Members as the holder thereof.

7. If a Member shall die or be adjudged bankrupt his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a Member of the Company provided he or they shall for the time being be the Dwellingholder of the Dwelling formerly held by such deceased or bankrupt Member.

8. The Directors may refuse to register any transfer of a Share or Shares on which the Company has a lien and shall so refuse in the case of any transfer made in contravention of the foregoing provisions.

#### PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any general meeting unless a quorum of members is present at the time the meeting proceeds to business: save as herein provided, two members present in person shall be a quorum. Subject to the provisions of the 1948 Act a resolution in writing signed by all of 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

10. Clause 62 in Table A shall be read and construed as if at the end thereof there were added the words "PROVIDED THAT until such time as there are Dwellingholders in respect of all the Dwellings the provisions of this Clause shall apply only to the subscribers to the Memorandum of Association of the Company and the transferees of their Shares".

#### DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

12. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.

13. Clause 79 in Table A shall be read and construed as if the words "or of any third party" were omitted.

14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 84 in Table A shall be modified accordingly.

19. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

#### DIVIDENDS AND RESERVES

16. The Company shall not declare any dividends or bonuses.

17. The Directors may set aside out of any moneys of the Company not immediately required for the purposes of its business such sums as they think proper as a reserve or reserves. All money set aside and standing to revenue or general or special reserve accounts or capital reserve account and all other moneys of the Company not immediately applicable for any payment to be made by the Company may (subject to the provisions of the Act with respect to the purchase by the Company of its own shares or loans upon the security thereof) be invested by the Board in such manner as the Board from time to time think proper with power to employ the same and the assets constituting the same or any part thereof in the business of the Company and without its being necessary to keep separate or distinguish between the investments of the reserve accounts and

investments of other moneys of the Company between investments of the revenue or general or special reserve accounts and investments of the capital reserve account. All moneys so set aside as aforesaid shall at the discretion of the Directors be applicable for any purpose to which the moneys of the Company may be properly applied.

#### EXPENSES

18. The Members shall from time to time and whenever called upon by the Company so to do contribute equally or in such proportions as the Directors may determine to all expenses and losses which the Company shall properly incur on their behalf and in respect of which they are not otherwise bound to contribute in their capacity as Members.

#### NAMES AND ADDRESSES OF SUBSCRIBERS

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Karen Wilson,  
81 City Road,  
London EC1Y 1BD.

Company Registration Agent

Mark Francis Burton,  
81 City Road,  
London EC1Y 1BD.

Company Registration Agent

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Dated this 3rd day of December 1984

Witness to the above Signatures:

Helen Louise Ashton,  
81 City Road,  
London EC1Y 1BD.

Legal Assistant