

Company Number 1561327

Companies Acts 1948 to 1980

Company limited by shares  
**MEMORANDUM  
AND ARTICLES OF  
ASSOCIATION**

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Spiral Court and Green Court  
Management Limited

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ELFORDS  
28 WARWICK ROW  
COVENTRY CV1 1EW

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

**No. 1561327**

**I hereby certify that**

**SPIRAL COURT AND GREEN COURT MANAGEMENT LIMITED**

**is this day incorporated under the Companies Acts 1948 to  
1980 as a private company and that the Company is limited.**

**Given under my hand at Cardiff the 14th May, 1981.**

**Assistant Registrar of Companies**

**C.173**

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

SPIRAL COURT AND GREEN COURT MANAGEMENT

LIMITED

1. The name of the Company is "SPIRAL COURT AND GREEN COURT MANAGEMENT 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 Spiral Court and Green Court, Gravelly Hill North, Birmingham and to hold the same as an investment for the the benefit of the lessees of the flats comprised therein.

(b) (i) To undertake the management and administration of the block(s) of flats referred to in Clause 3(a)

and to undertake the repair, decoration and maintenance and upkeep of the said block(s) and the estate, gardens and grounds adjacent thereto; and generally to manage any land, buildings or other property, and to collect rents and income, and to supply to lessees, residents, tenants, occupiers and others, lighting, cleaning, gas, water, and electricity and other necessary services, refreshments, attendants, messengers, waiting rooms, reading rooms, meeting rooms, gardens, cricket grounds, tennis courts, bowling greens, lavatories, laundry conveniences, caravans, lifts, garages and other advantages and amenities and to maintain the same and in connection therewith to engage and employ such servants, gardeners, and other persons; to pay the rates, taxes and all other outgoings in relation to the premises comprised in the said blocks or in any other premises managed by the Company and to keep the same insured and pay all premiums payable in respect thereof.

(ii) To carry on the businesses of proprietors and managers of flats, service suites, maisonettes, chambers, hotels, houses, offices and other accommodation, and to let the same on lease or agreement or otherwise, and either furnished or unfurnished, and to carry on the businesses of caterers, proprietors of restaurants, cafes, clubs, refreshment rooms, concert halls, dance halls, baths, dressing rooms, laundries, libraries, reading, writing and newspaper rooms, and rooms for public or private use, and places of amusement, recreation, sport, entertainment, dancing and instruction; and to carry on all or any of the businesses of licensed victuallers, caterers for public amusement generally, refreshment contractors, provision merchants, bakers, confectioners, tobacconists, market gardeners, dairymen, butchers, livery stable keepers, garage proprietors, motor car hirers and storers, dealers in petrol, oil and other motor requisites or accessories, insurance agents, property repairers and jobbers, house, land and estate agents, and general merchants, agents, factors, traders and brokers, and to manufacture, buy, sell, trade and deal in goods, wares, merchandise, produce, commodities, articles and things of every description capable of being used in connection with the foregoing businesses or any of them, or likely to be required by any of the customers of or persons having dealings with the Company.

(c) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated

directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(d) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(e) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(f) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(g) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(h) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(i) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(j) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(k) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(l) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(m) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(n) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate finance and manage the businesses and operations of any company in which the Company holds any such interest.

(o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(p) To remunerate any person, firm or company rendering services to this Company by cash payment.

(q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(r) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company; or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(t) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(u) To distribute among the Members of the Company in kind any property of the Company of any kind.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

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

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

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 or 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 £42 divided into 42 shares of £1 each.

We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
DEBRA JANE PATRICK, 15 Shire Close, Hall Green, Coventry. <i>Secretary.</i>	ONE
RICHARD JOHN TALBOYS, 105 Fillongly Road, Meriden, Coventry. <i>Associate Legal Executive.</i>	ONE

Dated this 24th day of March, 1981

Witness to the above signatures:—

M. R. Raynes  
28 Warwick Row, Coventry

*Secretary.*

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SPIRAL COURT AND GREEN COURT MANAGEMENT  
LIMITED

PRELIMINARY

1. The regulations contained or incorporated in Part I of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded and varied) and the Articles hereinafter contained shall be the regulations of the Company.

FIRST DIRECTORS

2. (a) Clause 75 in Part I of Table A shall not apply to the Company.  
(b) Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than fifteen.  
(c) The first Directors of the Company shall be appointed by the Subscribers of the Memorandum of Association.

MEMBERSHIP

3. In this and the following articles:—

"Dwelling" means a flat or maisonette, messuage or dwellinghouse comprised in any property for the time being owned or managed by the Company pursuant to Sub-Clauses (a) and (b)(i) of Clause 3 of the Memorandum of Association.

"Dwellingholder" means the person or persons to whom the lease of a dwelling has been granted, 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 and the person whose name first appears in the register of members shall exercise the voting and other powers vested in such member.

4. The subscribers to the Memorandum or 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. Save as aforesaid no Shares shall be allotted or transferred to any person who is not a dwellingholder.

5. (a) If any dwellingholder parts with all 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 representative 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.

6. 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.

7. (a) The Directors may refuse to register any transfer of Shares and shall so refuse in the case of any transfer made in contravention of the foregoing provisions.

#### GENERAL MEETINGS AND RESOLUTIONS

8. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

9. Clause 54 in Part 1 of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### DIRECTORS

10. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he has then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment, or approval of the appointment of a Director at any age, and it shall not be necessary to give the Members notice of the age of any Director or person proposed to be so re-appointed or appointed; and Sub-Sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall be excluded from applying to the Company.

11. 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 Part I of Table A shall be modified accordingly.

12. Clause 87 in Part I of Table A shall not apply to the Company.

13. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Part I of Table A shall be modified accordingly.

14. A resolution in writing pursuant to Clause 106 in Part I of Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to: and the said Clause 106 shall be modified accordingly.

#### BORROWING POWERS

15. (a) The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

(b) Clause 79 in Part I of Table A shall not apply to the Company.

## EXPENSES

16. The dwellingholders 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 dwellingholders.

## ACCOUNTS

17. In Clause 126 in Part I of Table A after the words "157 of the Act" shall be added the words "and Sections 16 to 22 inclusive of the Companies Act 1967".

## INDEMNITY

18. (a) Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Clause 136 in Part I of Table A shall not apply to the Company.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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DEBRA JANE PATRICK,  
15 Shire Close,  
Hall Green,  
Coventry.  
*Secretary.*

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RICHARD JOHN TALBOYS,  
105 Fillongly Road,  
Meriden,  
Coventry.  
*Associate Legal Excecutive.*

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Dated this 24th day of March, 1981

Witness to the above signatures:—

M. R. Raynes,  
28 Warwick Road, Coventry  
*Secretary.*