

COURTLANDS ESTATE (RICHMOND) LIMITED

Company No: 1636675

The Companies Act 1985


Company Limited by Shares

**Special Resolution
passed on 8 March 2006**

The following Resolution was duly passed as a Special Resolution at the Extraordinary General Meeting of the Company held at Richmond Indoor Bowling Club, Grena Road, Richmond, Surrey on 8 March 2006.

SPECIAL RESOLUTION

That the Articles of Association, a copy of which is produced to the Meeting and initialled for the purposes of identification by the Chairman, be adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.



Alan Howard-Harwood
Company Secretary



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION
(adopted 8 March 2006)

of

COURTLANDS ESTATE (RICHMOND) LIMITED

PRELIMINARY

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (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 or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.
- (b) Regulations 2 to 4 inclusive, 8 to 22 inclusive, and 110 of Table A shall not apply to the Company.

2. In these Articles:-

- "Associate" (a) means a person, firm or company which is a nominee of the Lessee or of which the Lessee is a nominee, (b) shall have the meaning attributed to it in sub-sections (2) to (11) inclusive of Section 435 of the Insolvency Act 1986 in its form as at the date of adoption of these Articles, (c) shall include a person connected with a Lessee or any Associate of such Lessee in a manner similar to the way in which a person is stated as being connected to a director under Section 346(2)(b) of the Companies Act 1985 in its form as at the date of adoption of these Articles and (d) where the Lessee holds a Flat as nominee of another shall include any Associate of that other.
- "Estate" means the building known as Courtlands Sheen Road Richmond-upon-Thames Surrey.
- "Flat" means a unit of occupation owned managed or to be managed by the Company on the Estate.
- "Lease" means a Lease of a Flat for a term in excess of 21 years from the date of grant.


We hereby certify
this to be a true
copy of the original


JE Chamberlain

Chairman

Extraordinary General Meeting

8 March 2006


LEE & PEMBERTONS

"Lessee"

means the person or persons to whom a Lease has been granted or assigned and so that whenever two or more persons are for the time being Lessees they shall for all purposes of these Articles be deemed to constitute one Lessee.

ALLOTMENT, TRANSFER AND TRANSMISSION OF SHARES

3. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited. The Company shall not have power to issue share warrants to bearer.
4. Subject as hereinafter provided and to any directions contained in any resolution or resolutions of the Company creating the same, the unissued shares of the Company shall be under the control of the directors who may allot, grant options over or otherwise dispose of the shares. The maximum number of shares which may be allotted pursuant to this authority shall be the entire unissued authorised share capital of the Company and this authority will expire five years after the date of the adoption of these Articles provided that it may be extended for further periods of up to five years by ordinary resolution of the Company. The provisions of Section 89(1) and Section 90(1) to (6) of the Act shall not apply to the Company.
5. All sums payable to the Company in respect of the allotment of any share (whether as to the nominal value or by way of premium) shall be paid in full on or before the date of the allotment, and no share shall be allotted other than as a fully paid share.
6. As from the date of adoption of these Articles no share shall be allotted to a person other than a Lessee and no Lessee shall be registered as the holder of more than one share for each Flat of which he is the Lessee.
7.
 - (a) Each Lessee will retain any share allotted or transferred to him whilst he remains a Lessee and on ceasing to be a Lessee of a Flat he, or in the event of his death his legal representative or representatives, or in the event of his bankruptcy, his trustee in bankruptcy shall transfer the share relating to that Flat to the new Lessee of that Flat and a share in the Company shall be transferred only upon or after a change in the ownership of the Flat to which the share has been allocated.
 - (b) The Price to be paid upon the transfer of a share shall be its nominal value.
 - (c) If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy) 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.
 - (d) 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 a Lessee.

8. The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of a share but the directors shall not refuse to register any transfer of a share pursuant to Article 7. Regulation 24 in Table A shall not apply to the Company.
9. An instrument of transfer need not be signed by or on behalf of the transferee and in regulation 23 of Table A the words from "and, unless" to the end shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".
11. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies". In regulation 59 of Table A the second sentence shall be omitted
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided, three members present in person or by proxy shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved."

VOTES

13. Subject to article 15 a member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands or on a poll. In any case where the same person is appointed proxy for more than one member he shall have as many votes as the number of members for whom he is proxy.
14. Subject to article 15 every member present in person or by proxy or, being a corporation, present by a duly authorised representative at a general meeting shall have one vote, whether voting is by a show of hands or on a poll. Regulation 54 in Table A shall not apply to the Company.
15. Where after the date of adoption of these Articles a Lessee or an Associate of a Lessee becomes (whether by grant, assignment or otherwise) a Lessee of another Flat such member and the Associate or Associates (as the case may be) of such member shall, although entitled to hold one share for each Flat of which they are the respective Lessees, only be entitled to exercise one vote in respect of all the shares registered in their respective names and not one vote for each such share.

The first in time amongst a Lessee and his Associate or Associates to become a Lessee shall be the shareholder entitled to vote at any general meeting of the Company to the exclusion of the others and on such Lessee ceasing for any reason to be a Lessee the next in time to have become a Lessee shall be the shareholder entitled to vote and so on so that each Lessee to have become a Lessee next in time shall succeed the former Lessee who was entitled to vote. Each Lessee shall be under a duty to inform the Company forthwith upon an Associate acquiring by assignment or otherwise or being granted a Lease.

APPOINTMENT & RETIREMENT OF DIRECTORS

16. The number of directors (other than alternate directors) shall not be less than three nor more than ten.
17. The quorum for the transaction of the business of the directors shall be three. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
18. The chairman shall not have a casting vote. The fifth sentence in regulation 88 of Table A shall not apply to the Company.
19. The qualification of a director shall be the holding of one share in the Company provided that if any director having so qualified shall cease to hold one share in the Company his appointment as a director shall automatically determine and his office of director shall be immediately vacated. A duly appointed representative for the time being of a corporate member shall be qualified to act as a director under this Article by virtue of the holding by that corporate member of a share in the Company for so long as such corporate member remains a shareholder. Regulation 44 in Table A shall not apply to the Company.
20. A person may be appointed a director notwithstanding that he shall have attained the age of 70 years, and no director shall be liable to vacate office by reason of his attaining that or any other age. A person under the age of 18 may not be appointed as a director.
21. At every annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
22. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
23. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

24. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:
- (a) he is recommended by the directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
25. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.
26. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire. If the number of nominations of persons to be appointed as directors exceeds the number of vacancies on the board of directors the chairman shall before such resolutions are put to the vote demand a poll to be taken forthwith and otherwise in accordance with regulation 49 of Table A. The vacancies on the board of directors shall be filled by those persons receiving the most poll votes cast in their favour on the resolution to appoint them as a director subject always to each of such persons receiving more than 50% of the votes cast on the resolution to appoint him as a director in his favour.
27. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
28. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
29. The office of a director shall be vacated if he:
- (a) ceases to be a member

- (b) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) is, or may be, suffering from mental disorder and either-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (e) resigns his office by notice to the Company; or
- (f) shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

BORROWING POWERS

30. 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.

DIRECTORS' INTEREST

31. Subject to declaring his interest in accordance with Section 317 of the Companies Act 1985 a director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the directors or any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

ALTERNATE DIRECTORS

32. No person who is not a member of the Company shall be capable of being appointed an alternate director. Regulation 65 in Table A shall be modified accordingly.
33. A director, or any other member approved by resolution of the directors and willing to act, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.
34. An appointment or removal of an alternate director may be effected at any time by notice in writing to the Company given by his appointor. An alternate director may also be removed from his office by not less than twenty four hours' notice in writing

to the Company and to the appointor given by a majority of his co-directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

RESTRICTION ON SALE OF LAND

35. Unless a special resolution approving the sale has been previously passed by the members, the directors shall not effect or authorise any sale of any freehold property belonging to the Company.

INDEMNITY

36. For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 309A(6) of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:
- (a) the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability.
 - (b) every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.
 - (c) regulation 118 in Table A shall not apply to the Company.

MISCELLANEOUS

37. Table A shall be further modified as follows:-
- (a) in regulation 112 the words "(or to such other address, whether within or outside the United Kingdom, as he may supply the Company for that purpose)" shall be inserted after "registered address";
 - (b) regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".
38. The Company may charge interest at the rate of 3 per cent per annum above the base rate of its bank (as such base rate may alter from time to time) on each service charge levied by the Company against a Lessee the amount of such interest to be calculated from the date such service charge becomes due for payment until the date such service charge is paid and whether before or after any judgment. Such interest shall accrue on a daily basis and be compounded quarterly.

