

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Pursuant to section 12(3) of the Companies Act 1985

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

* Insert full
name of Company

For official use

For official use

To the Registrar of Companies

Name of company

* MUDCHUTE PARK AND FARM LIMITED

I, JOHN BRIAN PARKER
of 77/79 RUSHY GREEN, CATFORD, LONDON SE6 4AF

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 Ryeston Buildings
Ryeston Road, Catford
London SE6

the 5th day of May

One thousand nine hundred and ninety-two

before me J. MASON
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Declarant to sign below

J.B. Parker

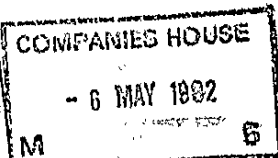
Presentor's name address and
reference (if any):

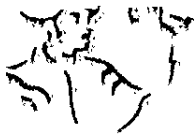
PARKER AARENBERG
77/79 RUSHY GREEN
CATFORD
LONDON
SE6 4AF.
REF: RBP. 00055

For official Use
New Companies Section



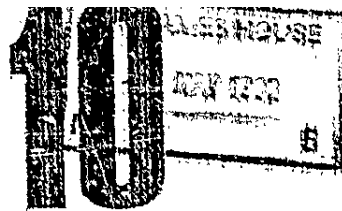
Post room





OYEZ

CHA1



Statement of first directors and
secretary and intended situation
of registered office

This form should be completed in black.

Company name (in full)

CN	2713933	For official use	C
MUDCHUTE PARK AND FARM LIMITED			

Registered office of the company on
incorporation.

RO	MUDCHUTE PARK AND FARM
PIER STREET	
Post town	ISLE OF DOGS
County/Region	LONDON
Postcode	E14 9HP.

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.



Name	PARICER ARRENBERG
RA	77-79 RUSHEY GREEN
CATFORD	
Post town	LONDON
County/Region	
Postcode	SE6 4AF

Number of continuation sheets attached

6

To whom should Companies House
direct any enquiries about the
information shown in this form?

PARICER ARRENBERG, SOLICITORS	
DX 34365 CATFORD	
Postcode	
Telephone	081-461-1500
Extension	13

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	MR
GEORGE GEARD	
PYE	
14 KINGDOM HOUSE	
CAUSARITH STREET CUSITT TOWN	
AD	LONDON
County/Region	
Postcode	E14 3LP
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	8/4/92

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD	Dr
MICHAEL ANTHONY	
BARRACLOUGH	
56 FERRY ST.	
ISLE OF DOGS	
AD	LONDON
County/Region	
Postcode	E14 9DT
Country	ENGLAND
DO	23 333
Nationality	NA BRITISH
OC	DOCTOR OF MEDICINE
OD	EAST LONDON MARINE VENTURE ELLEN ELIZABETH BARGE PROJECT DOCKLAND SAILING CENTRE
I consent to act as director of the company named on page 1	
Signed	8/4/92

MUDCHUTE PARK AND FARM LIMITED
Company Secretary (See notes 1 - 5)

Name
*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS

AD

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name
*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

Page 2

CD

MRS
JASMINE ANNE
PYE

AS ABOVE
TAYLOR

AD 14 KINGDON HOUSE
GALBRAITH STREET

Post town CUBITT TOWN

County/Region LONDON

Postcode E14 3LP

Country ENGLAND

DO 19.7.44

Nationality NA BRITISH

OC SECRETARY

OD NONE

I consent to act as director of the company named on page 1

Signed

Date 14TH APRIL 1992

000000003

080592

WUDCHUTE PARK AND FARM LIMITED

Sheet 2

Company Secretary (See notes 1 - 5)

Name
*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS

AD

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name
*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

~~DIANE~~ MRS.
JOYCE PATRICIA
PEREZ

AD

28 BETTY MAY GRAY HSE
PIER STREET,
LONDON

Post town

County/Region

Postcode

E14 3HX

Country

DO 07.03.50

Nationality

NA BRITISH

OC

SECRETARY

OD

I consent to act as director of the company named on page 1

* Voluntary details

Consent signature

Signed

Date 14th APR. 1992

00000000 080592

Company Secretary (See notes 1 - 5)

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**CS****AD**

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Signed

Date

Directors (See notes 1 - 3)*Please list directors in alphabetical order.*

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

*** Voluntary details****Consent signature****CD**

MR
PETER STANLEY
FORDHAM
AA, DIPLOMA, RIBA

AD

11 WHITENAPPEL WAY CLIPPERS QUAY
ISE OF DOGS ~~TO~~
Post town LONDON

County/Region

Postcode E14 9UR

Country

DO

17.11.90

Nationality

NA BRITISH

OC

ARCHITECT

OD

CLIPPERS QUAY (MILLWALL) MANAGEMENT
COMPANY

I consent to act as director of the company named on page 1

Signed

Date 14/4/92

Company Secretary (See notes 1-5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

CS

AD

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Signed

Date

Consent signature

Directors (See notes 1-5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

CD

MR
 TERENCE JOHN
 LYLE

AD

134 CLARK ST
 STEPNEY

Post town

LONDON

County/Region

Postcode

E1 3HD

Country

DO 27.5.1939

Nationality NA BRITISH

OC

EDUCATION WORKER

OD

Date of birth

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Signed

J Lyle

Date 14TH APRIL 1992

Consent signature

000000 080598

Company Secretary (See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS

AD

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Signed

Date

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

MS
MARI
JAMES

AD 224 LEXINGTON BUILDINGS

FAIRFIELD ROAD,

Post town BOW,

County/Region LONDON.

Postcode E3 2UE. Country UK

DO 17.01.54

Nationality NA BRITISH.

OC CHIEF EXECUTIVE

OD BETHNAL GREEN CITY CHALLENGE
COMPANY LTD.

I consent to act as director of the company named on page 1

Signed

Date 12TH APR 1992

* Voluntary details

Consent signature

11000000

080598

Date 8/4/92.

Directors (continued)

(See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

CD

AD

CONTINUATION SHEETS

Post town

County/Region

Postcode

Country

Nationality **NA**

DO

CC

OD

I consent to act as director of the company named on page 1

Signed Date

Parker Amner

Signature of agent on behalf of all subscribers Date 14/4/1992

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

The Companies Act 1985

Company LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

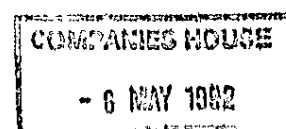
OF

MUDCHUTE PARK AND FARM LIMITED



1. The Company's name is Mudchute Park and Farm Limited.
2. The Company's registered office is to be situated in England.
3. The Company's objects are:
 - (A)(i) To carry on anywhere any activity, venture or business in the nature of trade and promotions of all kinds as are in the opinion of the directors from time to time calculated to procure gains for the purpose of paying the same to or for the Mudchute Association (Registered Charity No 284907) (Company Registration No. 1613085) for its general charitable purposes and so to pay such gains at such times and after making such retentions for the purpose of the Company's continued trade and development and by means of such arrangements as the directors shall from time to time resolve Provided that if the said Mudchute Association shall wind up or (in the opinion of the directors from time to time) cease actively to fulfil the purposes for which it is in being they may divert the payment of such gain to such other charity, organisation or person in their absolute discretion as they shall think fit or trusts for the ultimate purpose of benefitting the residents of the London Borough of Tower Hamlets.
 - (ii) To manage and administer the Mudchute Park and Farm, Pier Street, London E14 and in particular to undertake on behalf of and in accordance with the requirements of the said Mudchute Association (1) the provision of services to the users of the Mudchute Park and Farm (2) the general operation of the facilities provided thereat and (3) such works of construction, renewal, repairs, maintenance and renovation as the directors may consider necessary or desirable to provide or procure the provision and operation of such services and facilities.
 - (B) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in furtherance of or ancillary to any of the above objects or the general business of the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights,

78664



privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, 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.
- (E) 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.
- (F) 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.
- (G) 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 any obligations of the Company or if its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (I) To make advances to customers and others with or without security, upon such terms as the Company may approve and generally to act as bankers for any person or corporation.
- (J) To grant pensions to officers, ex-officers, employees of the company or its predecessors in business or the dependants of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid or their dependants and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the company or its employees, and to institute or maintain any club or other establishment or profit

sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, 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.
- (N) 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.
- (O) To enter into any partnership, joint-purchase or joint venture agreement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital or any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital or any shares, stock or securities issued by or any other obligations of any such company.
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to

carry on.

- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other right 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.
- (S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (T) 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 can be made except with the sanction (if any) for the time being required by law.
- (U) 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.
- (V) To do all such things as are incidental or conducive to the above objects or any of them

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed herein, be nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the subscribers to this Memorandum of Association, wish to be 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 SUBSCRIBER

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

DAVID CHESTERTON 44 CAPSTAN SQUARE ISLE OF DOGS, LONDON E14 3EU	ONE
MICHAEL BARRACLOUGH 56 FERRY STREET ISLE OF DOGS, LONDON E14 9DT	ONE

Dated the 8TH APRIL 1992

Signed: 

Signed: 

Witness to the above signatures

Signed: 

Name: J. B. PARKER

Address: 77-79 RUSHEY GREEN

CATFORD, LONDON SE6 4AF

Occupation: FORNicator

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MUDCHUTE PARK AND FARM LIMITED

PRELIMINARY

1.(a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (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 regulations of the company.

(B) The following clauses in Table A shall not apply to the Company:

41, 59, 60, 61, 62, 64, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 78, 79, 80, 82, 84, 87, 88 (last sentence), 89, 99, 118

(C) In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS

MEANING

The Act

The Companies Act 1985 and any statutory modifications or re-enactment thereof for the time being in force

The Association

The Mudchute Association (Company Registration No. 1613085)

The Isle of Dogs

The area south of the line joining the "City Pride" 1 West Ferry Road, London E14 and the blue bridge linking Prestons Road and Manchester Road, London E14

Month

Calendar month

In writing

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

The Secretary

The person appointed for the time being to perform the duties of the Secretary of the Company

ALLOTMENT OF SHARES

2.(A) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to s.80 of the Act and to paragraph (D) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(B) All shares which are not comprised in the authorised share capital with which the company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by any such special resolution aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this paragraph (B) shall have effect subject to s.80 of the Act.

(C) In accordance with s.91(1) of the Act, ss.89(1) and 90(1) - (6) (inclusive) of the Act shall not apply to the company.

(D) The directors are generally and unconditionally authorised for the purposes of s.80 of the Act, to exercise any power of the company to allot and grant rights to subscribe for or convert securities into shares of the company up to the amount of the authorised share capital with which the company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of any offer or agreement so to do made by the company within that period. The authority hereby given may at any time (subject to the said s.80) be renewed, revoked or varied by ordinary resolution of the company in general meeting.

(E)(i) No share shall be issued at a discount.

(ii) The company shall not have the power to issue share warrants to bearer,

(iii) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

SHARES

3.(A) The lien conferred by clause 8 in Table A shall attach also to fully paid up shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the company. Clause 8 in Table A shall be modified accordingly.

(B) The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words '... and all expenses that may have been incurred by the company by reason of such non-payment'.

4. Subject to the provisions of Part V of the Act:

(A) The company may purchase any of its own shares, provided that the terms of any contract under which the company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the company in General Meeting before the company enters into the contract.

(B) The company shall be authorised, in respect of the redemption or purchase off any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the company in General Meeting.

GENERAL MEETINGS AND RESOLUTIONS

5.(A) A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly. 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 declaring a dividend, the consideration of the amounts, balance sheets, and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.

(B) Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

6.(A) No business shall be transacted at any meeting unless a quorum

consisting of two persons entitled to vote upon the business to be transacted, each being a member, or, if being a corporation their duly authorised representative, are present in person at the time when the meeting proceeds to business. Clause 40 in Table A shall be deemed to be varied accordingly.

(B) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

(C) There shall be no proxy votes and references in Table A to proxy voting shall be deemed to be excluded for the purposes of these articles.

APPOINTMENT AND RETIREMENT OF DIRECTORS

7.(A) The number of directors shall not be less than six nor (subject to the proviso to Article 7(B) below) more than twelve. No person shall be eligible to serve as a director who is a Member of the Management Committee or employee of the Association or is an employee of the Company.

(B) The board of directors shall be constituted as follows-

- (i) seven persons appointed by the Members of the Management Committee of the Association referred to in Articles 37(a)(i) and 37(a)(ii) of the Association five of whom shall be Island Members of the Association and two of whom shall be Tower Hamlets Members of the Association.
- (ii) two persons appointed by the directors referred to in Article 7(B)(i) above after consultation with the Tower Hamlets Allotments Society (or other person or organisation for the time being responsible for the management of the allotments of the Association) and chosen in view of their involvement with and interest in the said allotments.
- (iii) one person appointed by the directors referred to in Article 7(B)(i) above in view of her/his interest in and involvement with education in the London Borough of Tower Hamlets.
- (iv) one person appointed by the London Docklands Development Corporation.
- (v) one person appointed by the Councillors representing the Millwall Ward on the Council of the London Borough of Tower Hamlets.

- (vi) one person appointed by the directors referred to in Article 7(B)(i) above in view of her/his interest in and involvement with the business community in the London Borough of Tower Hamlets.

PROVIDED THAT if and when the London Docklands Development Corporation is wound up the right to appoint a director conferred by Article 7(B)(iv) above shall not devolve upon any successor body and the maximum number of directors shall be reduced to eleven.

(C) Subject to Articles 7(D) and 7(E) below the maximum term of office to be served by any director shall be a period expiring at the end of the third Annual General Meeting of the company following her/his election or appointment PROVIDED that any director retiring pursuant to this Article shall be eligible for re-election or re-appointment.

(D) Notwithstanding Article 7(C) above, two of the directors first elected pursuant to Article 7(B)(i) above from among the Island Members of the Association shall retire at the end of the first Annual General Meeting of the company, two such directors shall retire at the end of the second Annual General Meeting of the company and the remaining such director shall retire at the end of the third Annual General Meeting of the Company. The directors who shall so retire shall, unless appointed for the respective terms referred to, be determined by lot.

(E) Notwithstanding Article 7(C) above, one of the directors first elected pursuant to Article 7(B)(i) above from among the Tower Hamlets Members of the Association and one of the directors first appointed pursuant to Article 7(B)(ii) above shall retire at the end of the second Annual General Meeting of the company. The directors who shall so retire shall, unless appointed for the respective terms referred to, be determined by lot.

(F) If a vacancy occurs between Annual General Meetings of the Association in the directors elected pursuant to Article 7(B)(i) above the Management Committee of the Association may appoint any person to fill such vacancy until the next Annual General Meeting of the Association at which time (unless the respective term of office expires at such date) an election shall be held to fill the vacancy for the balance of the term.

BORROWING POWERS

8. The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to s.80 of the Act to grant any mortgage, charge or standard security over 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.

GRATUITIES AND PENSIONS

9. The directors may exercise the powers of the company conferred by Clause 3(J) of the memorandum of association of the company but shall not be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers and shall account to the company to the full value of any such benefits.

PROCEEDINGS OF DIRECTORS

10. The quorum for the transaction of the business of the Directors shall be six, at least three of whom must be resident on the Isle of Dogs.

11. The person appointed as chairman of the Board of directors shall be resident on the Isle of Dogs.

12. The directors shall meet at least ten times a year to conduct the business of the company. They shall procure that prior to each Annual General Meeting of the company and of the Association, the profit and loss accounts, balance sheets, group accounts (if any) and reports which are to be laid before the members of the Company at its forthcoming Annual General Meeting shall be made available to the Association for the purpose of holding an informal annual meeting of its members jointly with the directors of the company. The directors shall also submit a written report to the Management Committee of the Association on the activities, future proposals and financial situation of the company on three other occasions at quarterly intervals throughout each year and shall (subject to any adequate reason justifying the absence of any individual directors) attend the Annual General Meeting of the Association.

SECRETARY AND TREASURER

13.(A) Unless otherwise agreed by the Management Committee of the Association, the directors shall appoint as secretary and treasurer of the company the persons performing the like duties from time to time for the Association. Subject as aforesaid, the directors may determine the remuneration (if any) and other terms and conditions applicable to such appointments.

(B) A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

SIGNATURES OF CHEQUES, ETC

14. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine PROVIDED that all cheques shall be signed by the secretary and at least one director.

INDEMNITY

15. Every director or other officer of the company shall 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 s.144 or s.727 of the Act 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 s.310 of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

DAVID CHESTERTON
44 CAPSTAN SQUARE
ISLE OF DOGS
LONDON E14 3EU

MICHAEL BARRACLOUGH
56 FERRY STREET
ISLE OF DOGS
LONDON E14 9DT

Dated the 8TH APRIL 1992

Signed: David Chesterton

Signed: Michael Barracough

Witness to the above signatures:

Signed: J. B. Parker
J. B. PARKER
77-79 RUSHEY GREEN
CATFORD
LONDON SE6 4AF
SOLICITOR

FILE COPY



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

No. 2713933

I hereby certify that

MUDCHUTE PARK AND FARM LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 12 MAY 1992

P. Bevan
P. BEVAN

an authorised officer