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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



ARTICLES OF ASSOCIATION OF ILFORD TOWN CENTRE MANAGEMENT LIMITED

(As adopted by Special Resolution dated 22nd May 1997 and amended by Special Resolution dated 6th August 1998)

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) (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) Clauses 2 to 35 (inclusive), 57, 59, 102 to 108 (inclusive), 110, 114, 116 and 117 in Table A shall not apply to the Company.
- (c) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

INTERPRETATION

2. Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

MEMBERS

3. (a) The subscriber to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Company. For the avoidance of doubt in this Article 3 "person" shall include a human person, company, body corporate and corporation (within the meaning of the Act) but exclude partnerships or unincorporated associations.
- (b) Subject to the provisions of paragraph (c) below any person (as defined in paragraph (a) above) being a Representative of any partnership or unincorporated association may in accordance with these Articles apply for and become a Member of the Company. For the purposes hereof a person shall be deemed to be such a Representative if their application for membership (in accordance with paragraph (d) below) is

accompanied by a written notice stating that they are a Representative of the partnership or unincorporated association named therein and signed by someone duly authorised on behalf of that partnership or unincorporated association.

- (c) Every person who wishes to become a Member shall deliver to the Company an application for membership, in such form as the Directors require, executed by him.
- (d) No person shall be admitted as a Member of the Company unless that person is approved by the Directors. Each person admitted as a Member of the Company shall be admitted as a Member in one of the Classes A to E eligibility for which is defined in paragraph (e) below. The Directors' decision upon the Class of membership into which any applicant for membership shall be admitted shall be final. A person may not be admitted as a Member in more than one Class.
- (e) The Classes of Membership are as follows -

Class A for which only the Council of the London Borough of Redbridge or its successor Council from time to time is eligible

Class B for which only the owner or owners of the freehold for the time being of the property currently known as the Ilford Exchange is/are eligible

Class CI for which major retail commercial businesses being those with four or more outlets or places of business and an annual turnover in excess of £2 million are eligible

Class CII for which major non-retail commercial businesses being those with four or more outlets and an annual turnover in excess of £2 million are eligible

Class D for which commercial businesses not qualifying for Class C membership are eligible including but not limited to retail, non-retail, manufacturing and professional businesses

Class E for which voluntary, charitable or other non-profit making and non-commercial organisations and bodies are eligible.

Except as otherwise specifically stated in these Articles Members of all Classes will have exactly similar rights and responsibilities.

In case of doubt as to whether a person is eligible to be a CI or CII Member, the view of the CI Members in the case of eligibility for CI membership and the view of the CII Members in the case of eligibility for CII membership shall be final.

- 4. (a) A Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be

transferable and shall cease on death. Additionally in the case of a Member who is a Representative (as defined in Article 3 above) their Membership shall cease on receipt at the registered office of the Company of a written notice stating that they have ceased to be a Representative of the partnership or unincorporated association named therein and signed by someone duly authorised on behalf of that partnership or unincorporated association but without prejudice to the right of that partnership or unincorporated association to nominate another Representative for membership.

- (b) A Member shall cease to be a Member of the Company if at a general meeting of the Company it is resolved that some activity of the Member or the partnership or unincorporated association whom he represents has brought or is likely to bring the Company or any of its objectives or activities into disrepute.
- (c) A Member shall cease to be a Member of the Company if that Member has failed to pay any fees, subscription or payment due from the Member to the Company within 28 days of the due date and the Directors shall have resolved that that Member shall cease to be a Member of the Company.

GENERAL MEETINGS AND RESOLUTIONS

- 5. (a) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:-
 - (i) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (ii) in the case of any other General Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding (subject to the provisions of any elective resolution of the Company for the time being in force) not less than ninety-five per cent of the total voting rights at the Meeting of all Members.
- (b) The notice shall specify the time and place of the Meeting and, in the case of an Annual General Meeting, shall specify the Meeting as such.
- (c) The notice shall be given to all the Members and to the Directors and Auditors.
- (d) Clause 38 in Table A shall not apply to the Company.
- (e) Any Member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of him and any proxy so

appointed shall have the same right as the Member to speak at the Meeting.

6. (a) No business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph (b) below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- (b) If and for so long as the Company has only one Member, that Member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.
- (c) 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.
- (d) Clauses 40 and 41 in Table A shall not apply to the Company.
7. (a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- (b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.
8. (a) Clause 44 in Table A shall be read and construed as if the words "and at any separate meeting of the holders of any class of shares in the Company" were omitted therefrom.
- (b) Clause 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom

VOTES OF MEMBERS

9. (a) Subject to the provisions of Article 10(n), on a show of hands, every Member present in person shall have one vote and, on a poll, every Member present in person or by proxy shall have one vote.
- (b) Clauses 54 and 55 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

10. (a) Clause 64 in Table A shall not apply to the Company.

- (b) The maximum number of the Directors shall be two A Directors and one B Director and three CI Directors and three CII Directors and two D Directors and one E Director and the minimum number of Directors shall be one Director of any class. A sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly. Subject to Articles 10(g) and (h) any person shall be eligible for appointment as a Director of any Class regardless of whether that person is a Member of the Company or a Member of any particular Class.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) Clause 83 in Table A shall be read and construed as if the words "of any class of shares or" were omitted therefrom.
- (e) The Class A Member shall be entitled to appoint not more than two persons to be A Directors of the Company. The Class A Member shall also be entitled at any time and from time to time to remove any A Director appointed by the Class A Member and to replace such appointee.
- (f) The Class B Member shall be entitled to appoint not more than one person to be the B Director of the Company. The Class B Member shall also be entitled at any time and from time to time to remove any B Director appointed by the Class B Member and to replace such appointee.
- (g) The Class CI Members shall be entitled to appoint not more than three CI Directors of the Company. A person shall only be eligible for appointment as a CI Director if that person is an employee and/or officer of a retail commercial business. The Class CI Members shall also be entitled at any time and from time to time to remove any CI Director appointed by the Class CI Members and to replace such appointee. In case of any doubt as to whether a person is eligible for appointment as a CI Director the view of the CI Members of the Company for the time being shall be final. Notwithstanding any other provision of these Articles, a CI Director shall automatically cease to be a Director of the Company if that CI Director ceases to be an employee and/or officer of a retail commercial business and in case of any doubt the view of the CI Members as to whether such CI Director has ceased to be an employee and/or officer of a retail commercial business shall be final.
- (h) The Class CII Members shall be entitled to appoint not more than three CII Directors of the Company. A person shall only be eligible for appointment as a CII Director if that person is an employee and/or officer of a non-retail commercial business. The Class CII Members shall also be entitled at any time and from time to time to remove any CII Director appointed by the Class CII Members and to replace such appointee. In case of any doubt as to whether a person is eligible for appointment as a

CII Director the view of the CII Members of the Company for the time being shall be final. Notwithstanding any other provision of these Articles, a CII Director shall automatically cease to be a Director of the Company if that CII Director ceases to be an employee and/or officer of a non-retail commercial business and in case of any doubt the view of the CII Members as to whether such CII Director has ceased to be an employee and/or officer of a non-retail commercial business shall be final.

- (i) The Class D Members shall be entitled to appoint not more than two D Directors of the Company. The Class D Members shall also be entitled at any time and from time to time to remove any D Director appointed by the Class D Members and to replace such appointee.
- (j) The Class E Members shall be entitled to appoint not more than one E Director of the Company. The Class E Members shall also be entitled at any time and from time to time to remove any E Director appointed by the Class E Members and to replace such appointee.
- (k) Any appointment or removal of an A Director by the Class A Member or of the B Director by the Class B Member shall be made by written notice signed by a duly authorised representative of the relevant Member and such notice shall only take effect upon its being received at the registered office of the Company. Every such notice shall be annexed to the Board Minute Book as soon as practicable after service. A notice despatched to the registered office of the Company in a properly addressed envelope by first class prepaid post shall be deemed to have been received by the Company upon the second day after the date of posting.
- (l)
 - (i) In case there shall be a vacancy for a CI, CII, D or E Director the Company Secretary shall give notice of the vacancy to all Members of the Class who may appoint a Director to fill the vacancy. the notice shall give all Members upon whom it is served not less than 14 days (exclusive of the date of service of the notice) during which such Members may nominate in writing to the Company Secretary the details of a person eligible and willing to be appointed to the vacancy. The nomination shall include the full name and address of the nominee and the nominee's date of birth, business occupation, nationality and directorships of companies incorporated in the United Kingdom both current and held during the past five years. In the case of a person nominated for appointment as a CI Director the nomination shall also include an explanation of the nominee's eligibility for appointment as a CI Director.
 - (ii) If at the expiry of the time for receipt of nominations specified in any notice served under (l)(i) above only one nomination for a vacancy has been duly notified to the Company Secretary then the Company Secretary shall notify in writing all Members of the Class eligible to appoint to the vacancy that such nominee will be appointed automatically to fill the vacancy within 14 days (exclusive of the date of service of the notice) of the date of service of such notice unless an objection in writing to such automatic appointment

is received by the Company Secretary at the registered office address prior to the expiry of such 14 day period. In case no objection is received then such appointment shall immediately take effect.

- (iii) If at the expiry of the time for receipt of nominations specified in any notice served under (l)(i) above, more than one nomination has been received for any vacancy or if at the expiry of the period of 14 days for receipt of objections specified in (l)(ii) above an objection to an automatic appointment has been received by the Company Secretary, then the Company Secretary shall proceed as soon as practicable to convene a meeting of the class of Members entitled to make the relevant appointment. Such meeting of the class of Members shall be convened on not less than 14 days' notice and shall otherwise be subject to all procedural rules governing a general meeting of the Members of the Company except that the Chairman of the meeting of the class of Members shall be selected at the commencement of the meeting by those present at the meeting from those present at the meeting. The meeting of the class of Members shall decide by majority resolution of those present and voting whether or not any person should be appointed as a Director of the Company of the relevant Class. No person shall be eligible for appointment as a Director by such a meeting of a class of Members unless either that person was nominated pursuant to paragraph (l)(i) above or unless all of the Members of the appointing class are represented at the class meeting in question.
- (m) If a vacancy for a Director is not filled pursuant to the foregoing procedure then the Company Secretary shall not be obliged to give further notice of such vacancy for a period of
 - (i) 6 months after the expiry of the period for making nominations pursuant to paragraph (l)(i) above in a case where no nominations were received by the expiry of such period; or
 - (ii) 12 months after the date of the class meeting called pursuant to paragraph (l)(iii) above to consider the appointment of a nominee to the vacancy.
- (n) Notwithstanding the provisions of Article 9(a) above, where a resolution is proposed for the removal from office of a Director any Members voting against such removal who comprise a majority of the Members of the class by whom such Director was appointed shall each be entitled to such number of votes as shall equal the combined votes of all of the Members of all of the other classes.
- (o) In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors the personal representatives of such deceased Member shall have the right by notice in writing to appoint a person to be a Director of the Company of the class to which the deceased sole Member was entitled to appoint and

such appointment shall be as effective as if made by the deceased sole Member during his lifetime in accordance with all procedural requirements specified in the foregoing provisions of this Article.

ALTERNATE DIRECTORS

11. (a) Each Director of the Company shall be entitled to be represented by an alternate Director. The alternate Director of any Director shall be appointed by the Class of Members which appointed the Director whom the alternate is to represent. The procedure for appointment and removal of the alternate shall be the same as that provided for the appointment and removal of the Director whom the alternate is to represent.

Clauses 65 and 68 in Table A shall not apply to the Company.

- (b) Any person appointed or to be appointed as an alternate Director may be appointed as an alternate Director to represent more than one Director. At any meeting of the Directors or a committee of the Directors an alternate Director shall be entitled to one vote for every Director by whom he has been appointed as an alternate in addition to his own vote (if any) as a Director and he shall count in the quorum as if each of the persons whom he represents and himself (if the alternate is a Director in his own right) were individually and separately present in person.

Clauses 88 and 89 in Table A shall be construed subject to the terms of this provision.

BORROWING POWERS

12. 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 to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

EXCLUSION OF DIRECTORS' REMUNERATION AND BENEFITS

13. (a) No Director shall be entitled to receive any remuneration or benefit from the Company except as provided by Clause 4 of the Company's Memorandum of Association.

Clause 82 in Table A shall not apply to the Company.

- (b) Clause 87 in Table A shall not apply to the Company.

CHAIRMAN

14. (a) The B Directors and the CI and CII Directors for the time being shall appoint one of the Directors of the Company, who may be a Director of

any Class, to be the Chairman of the Board of Directors and may at any time remove such Chairman from office.

- (b) The B Directors and the CI and CII Directors for the time being may appoint one of the Directors of the Company, who may be a Director of any Class, to be the deputy Chairman of the Board of Directors and may at any time remove such deputy Chairman from office.
- (c) The appointment or removal of a Chairman or deputy Chairman under the provisions of this Article shall be by notice in writing signed by a majority of the B Directors and the CI and CII Directors for the time being. Any such notice shall take effect on the date upon which it is given.
- (d) The Chairman shall preside at every meeting of the Directors at which he is present. In the absence of the Chairman the deputy Chairman shall preside.
- (e) Clause 91 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

15. The quorum for the transaction of business of the Directors shall be five.

The first sentence in Clause 89 of Table A shall not apply to the Company.

16. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

MINUTES

17. Clause 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom.

THE SEAL

18. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. Clause 101 in Table A shall not apply to the Company.

- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

NOTICES

- 19. Clause 112 in Table A shall be read and construed as if the second sentence was omitted therefrom.
- 20. Clause 113 in Table A shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted therefrom.

INDEMNITY

- 21. (a) Every Director or other officer or Auditor 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, or in connection with any application under Section 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 Section 310 of the Act.
- (b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
- (c) Clause 118 in Table A shall not apply to the Company.

RULES OR BYE LAWS

- 22. The Directors may from time to time make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Laws regulate:-
 - (i) Insofar as not already specified in and not in conflict with the provisions of these Articles, the rights and privileges of Members, (if any) and the conditions of membership and the entrance fees, subscriptions and other fees or payments to be made by Members.
 - (ii) The conduct of Members of the Company in relation to one another, and to the Company's servants.
 - (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

- (iv) The procedure at General Meetings and meetings of the Directors and Committees of the Company in so far as such procedure is not regulated by these presents.
- (v) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

DISSOLUTION

- 23. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.