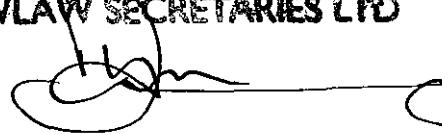


Company No: 3390585

For and on behalf of  
**MAWLAW SECRETARIES LTD**



THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
of  
**WEST EUSTON PARTNERSHIP**

Incorporated 23 June 1997

ROWE & MAW  
20 Black Friars Lane  
London EC4V 6HD  
Tel: 020 7248 4282  
Fax: 020 7248 2009

REF: 852/27454.00001



THE COMPANIES ACTS 1985 AND 1989  
A COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

---

MEMORANDUM OF ASSOCIATION  
of  
WEST EUSTON PARTNERSHIP

---

1. The name of the Company is "WEST EUSTON PARTNERSHIP".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:
  - 3.1 To promote, facilitate, encourage and advance the development of that part of the Borough of Camden known as West Euston ("the Area") for residential, commercial, industrial, retail, educational, leisure, cultural or social purposes; to promote, facilitate, encourage and advance the social, physical, economic, environmental and cultural regeneration of the Area; to gain and maintain support from all sectors for the regeneration plans for the Area, including maximising information to, and involvement of, the local community; to promote, facilitate, encourage, advance and monitor the successful implementation of the regeneration plan; to manage the deployment of Single Regeneration Budget Challenge Fund grants in the Area, complying with all requirements of the Government Office for London; to promote, facilitate, encourage and advance the improvement of the Area's cultural and environmental character and facilities and the creation of an attractive, healthy and culturally diverse environment where people will feel valued, safe, secure and committed; to promote, facilitate, encourage and advance the improvement of transport facilities and the improvement of the housing stock and its social and physical environment; to promote, facilitate, encourage and advance the improvement of opportunities for and abilities of local people to compete for jobs in the London wide labour market, and to promote, facilitate, encourage and advance the provision of new facilities and projects including training, careers advice and employment opportunities which directly benefit disadvantaged groups within the community and overcome unemployment amongst all parts of the community; to promote, facilitate, encourage and advance the harmonious

functioning of a multi-racial community working toward the elimination of all forms of discrimination overcoming barriers of racial tension, creating new, integrated and shared activities and facilities which bring together all sectors of the community; to promote, facilitate, encourage and advance the preservation and enhancement of leisure and social facilities, including open spaces and play facilities; to provide assistance (whether financial or otherwise) for any of the above purposes and such other things as are incidental or conducive to the attainment of those objects; to undertake any other charitable purpose in the Area or for the benefit of those living or working in the Area; and to do such other acts and things as are incidental or conducive to the attainment of the above objects BUT subject to the limitations set out in Clause 4 below.

4. The powers of the Company are limited as follows:
  - 4.1 The Company may not engage in any speculative activities such as the trading of financial instruments.
  - 4.2 The Company may not borrow money.
  - 4.3 The Company is not authorised to do anything which might put any participating local authority or other public body or any of its members or officers into a situation which is *ultra vires* or which contravenes Part V of the Local Government and Housing Act 1989 or the Local Authorities Companies Order 1995 or any modification or re-enactment of the said Act or Order (but only so far as the same are from time to time applicable to the Company).
  - 4.5 The powers of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
5. The Company shall have the following powers to further the above objects:
  - 5.1 To raise funds and to invite and receive contributions by way of subscription, donation or otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for its objects.
  - 5.2 To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company, and to invite and accept donations (whether of real or personal property) and devises and bequests for any of the objects of the Company.

- 5.3 Monies belonging to the Company which are not immediately required to be applied in pursuit of the above objects shall be deposited only with a bank or building society authorised to accept deposits within the European Union.
- 5.4 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or structures which the Company may think expedient for the promotion of its objects.
- 5.5 Subject to such consents as may be required by law, to sell, lease, mortgage, exchange or otherwise dispose or deal with any property as the Company may think expedient for the promotion of its objects.
- 5.6 To employ or engage (in whatever capacity) or enter into service arrangements with such other persons, professional firms, bodies or organisations as the Company may think are or are likely to be useful for the promotion of its objects.
- 5.7 To make all reasonable provision for the payment of pensions and superannuation to or for such of its employees and their widows and dependants as the Company may determine.
- 5.8 To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newsletters, periodicals, magazines, books, pamphlets leaflets, or other documents on subjects that are within the objects of the Company. Provided that the Company may not print or publish, or procure to be printed or published, any material which a local authority is prohibited from publishing by Section 2 of the Local Government Act 1986.
- 5.9 To pay all or any expenses incurred in connection with the promotion, formation, incorporation and subsequent administration of the Company.
- 5.10 To do all such other lawful things as will promote the objects of the Company.
6. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no Member shall have any personal claim on any of the property of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration or payment to any Member, officer or servant of the Company for any services rendered to the Company;
- (b) of reasonable and proper rent for premises demised or let by any Member to the Company; and
- (c) to any member of its Board of Directors or other Governing Body of out of pocket expenses.

Provided also that no such remuneration or expenses paid to a member of the Board of Directors who is a member of a local authority shall exceed the amount of remuneration or expenses which may be paid to such a local authority member in compliance with the Local Authorities (Companies) Order 1995 or any modification or re-enactment thereof for the time being in force.

- 7. The liability of the Members is limited.
- 8. Every Member of the Company (who may be a corporate entity, partnership or individual) undertakes to contribute such amount as may be required, not exceeding £1.00 to the assets of the Company in the event of its being wound up while a Member or within one year after ceasing to be a Member for payment of the debts and liabilities of the Company contracted before the Member ceases to be such and the costs, charges, and expenses of winding up and for the adjustment of the rights of contributories among themselves.
- 9. If upon a winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such body or bodies (whether or not the body or bodies in question shall be a Member or Members of the Company) to be determined by the Members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other body or bodies the objects of which are charitable (whether or not the body or bodies in question shall be a Member or Members of the Company) to be similarly determined.

WE, the persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

---

**NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

---

SUSAN C FADIL  
20 Black Friars Lane  
London  
EC4V 6HD

Chartered Secretary

TONY CHILD  
20 Black Friars Lane  
London  
EC4V 6HD

Solicitor

Dated 17 June 1997

Witness' signature:

HINA PATEL  
20 Black Friars Lane  
London  
EC4V 6HD

Company Secretary

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
WEST EUSTON PARTNERSHIP

**1. PRELIMINARY**

- 1.1 The regulations contained in Table A shall not apply to the Company. The following will be the Articles of Association of the Company.

**2. INTERPRETATION**

- 2.1 In these Articles:

|             |   |
|-------------|---|
| "the Act"   | means the Companies Act 1985 as amended by the Companies Act 1989, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory re-enactment or modification of that provision from time to time in force. |
| "the Board" | means the Board of directors of the Company.  |
| "Member"    | means a person, company, partnership, unincorporated association or other entity admitted as a member of the Company pursuant to these Articles.  |
| "secretary" | means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.   |

|                      |  |
|----------------------|--|
| "the United Kingdom" | means Great Britain and Northern Ireland.  |
| "A" Members          | means the Mayor and Burgesses of the London Borough of Camden.   |
| "B" Members          | means the Metropolitan Police or their duly authorised representative.   |
| "C" Members          | means Community and Voluntary sector groups operating in the Area or their duly authorised representative.   |
| "D" Members          | means major private sector businesses operating in the Area or their duly authorised representative.   |
| "E" Members          | means small private sector businesses operating in the Area or their duly authorised representative.   |
| "F" Members          | means Residents Associations operating in the Area or their duly authorised representative.  |
| "G" Members          | means public sector bodies (other than the Mayor and Burgesses of the London Borough of Camden or any other local authority as defined in Section 67(3) of the Local Government Housing Act 1989) operating in the Area or their duly authorised representative. |

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of reproducing words in a visible form.



### **3. MEMBERS**

- 3.1 The Members of the Company shall be those who are subscribers to the Memorandum of Association of the Company and such other persons (whether corporate entities, partnerships or individuals) as are admitted to membership in accordance with these Articles. Any person who wants to become a Member shall deliver a signed application for membership in such form as the Board may require.
- 3.2 The Board may refuse to admit as a Member any person (whether a corporate entity, partnership or individual) and, in particular, may do so unless the applicant for membership can establish to the satisfaction of the Board that save in the case of the Mayor and Burgesses of the London Borough of Camden, it is not a local authority or a company controlled by a local authority, that its membership will not be under the control of a local authority within the meaning of Section 68(5) of the Local Government and Housing Act 1989 and that he/she is not a person associated with a local authority within the meaning of Section 69(5) of the 1989 Act.
- 3.3 A Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company in writing of his/her intention to do so, (provided (regardless of any other provision pursuant to Article 24) that after such retirement the number of Members is not less than seven. The Subscribers to the Memorandum of Association shall automatically cease to be Members of the Company so soon as two other persons are Members of the Company.
- 3.4 Membership shall not be transferable.

### **4. GENERAL MEETINGS**

- 4.1 Subject to the provisions of any elective resolution of the Company for the time being in force, the Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 4.2 The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in

default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at anytime there are insufficient directors within the United Kingdom capable of acting to form a quorum of the Board, any director or any seven Members of the Company may call a General Meeting.

## **5. NOTICE OF GENERAL MEETINGS**

5.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company:

5.2 A General Meeting of the Company may be called by shorter notice than that specified in Article 5.1 if it is agreed:

- (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat or their duly appointed proxies; and
- (b) subject to the provisions of any elective resolution for the time being in force, in the case of any other meeting, by a majority in number of the Members having a right to attend and vote, being a majority together holding not less than 95 per cent. of the total voting rights at that meeting.

5.3 Notice of every General Meeting shall be given to:

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (b) every person being a trustee in bankruptcy of a Member where the Member but for his/her bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditors for the time being of the Company; and
- (d) every director.

No other person shall be entitled to receive notice of General Meetings.

- 5.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **6. PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 No business will be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business; save as herein otherwise provided, five<sup>1</sup> persons present, each being either a Member or a proxy for a Member or, in the case of a corporate Member, a duly authorised representative of that corporation shall be a quorum.
- 6.2 If within half an hour after the time appointed for the commencement of a meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting if convened upon the requisition of Members shall be dissolved. In any other case, the meeting shall be adjourned to such other day and such other time and place as the Board may determine.
- 6.3 The chairman, if any, of the Board or, in his/her absence, another director nominated by the Board, shall preside as chairman of every General Meeting, but if neither the chairman nor such other director (if any) is present within 15 minutes after the time appointed for the commencement of the meeting, the directors present shall elect one of their number to be the chairman of the meeting and, if there is only one director present and willing to act, he/she shall be the chairman of the meeting. If no director is willing to act as the chairman of the meeting, or if no director is present within 15 minutes after the time appointed for the commencement of the meeting, the Members present and entitled to vote may choose one of their number to be the chairman of the meeting.
- 6.4 A director, despite not being a Member, is entitled to attend and speak at any General Meeting and at any separate meeting of the class members of the Company.
- 6.5 The chairman may (and must if so directed by the meeting) adjourn the meeting from time to time and from place to place in the following circumstances:
- (a) with the consent of a meeting at which a quorum is present;

---

<sup>1</sup> Amended by Special Resolution passed on 13 December 2000.

- (b) where in his/her judgment it is impossible for all the Members present to take part in the debate and to vote;
- (c) where he/she considers that disorder is occurring.

No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 clear days' written notice must be given specifying the time and the place of the adjourned meeting and the nature of the business to be transacted. Save as aforesaid, it shall not be necessary to give any such notice of any adjournment or of the business to be transacted at an adjourned meeting.

6.6 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the chairman; or
- (b) by at least two Members present in person or by proxy;

and a demand by a person as proxy for a Member will be the same as a demand by the Member.

6.7 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

6.8 With the consent of the chairman, a demand for a poll may, before the poll is taken, be withdrawn. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

6.9 Except as provided in Article 6.11, a poll shall be taken as directed by the chairman who may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded.

6.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote.

- 6.11 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or, not more than 14 days after the poll is demanded, at a time and place directed by the chairman. A demand for a poll shall not prevent the meeting continuing for the transaction of any business other than the question on which a poll has been demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn with the consent of the chairman, the meeting shall continue as if the demand had not been made. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which the poll is demanded. In any other case at least 5 clear days' written notice must be given specifying the time and place at which the poll is to be taken.
- 6.12 A resolution in writing signed by all the Members of the Company entitled to attend and vote at a General Meeting, or by their duly appointed proxies, will, subject to the provisions of the Act, be as valid and effective as if it had been passed at a General Meeting properly convened and held whether such resolution would otherwise be required to be passed as a special, extraordinary or elective resolution. Any such resolution may be contained in one document, or in several documents in the same terms, each signed by one or more of the Members or their proxies. Signature of documents sent by facsimile shall be valid and acceptable under this paragraph. Signature in the case of a corporate Member shall be sufficient if made by a director of such Member or by its duly authorised representative.

## **7. VOTES**

- 7.1 On a show of hands, every Member present in person or by proxy, or (if a corporation) present by a duly authorised representative not being him/herself a Member entitled to vote, shall have one vote. On a poll every Member present in person or by proxy or (if a corporation) present by its duly authorised representative shall have one vote. Votes may be given either personally or by proxy or by duly authorised corporate representative. A Member may not appoint more than one proxy and a corporate Member may not appoint more than one representative to attend the same meeting.
- 7.2 A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his/her committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that Court, and any such committee, receiver curator bonis or other person may, on a poll, vote by proxy.

- 7.3 Any Member entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a Member or not) as his/her proxy to attend and vote instead of him/her and any proxy so appointed shall have the same right as the Member to speak at the Meeting.
- 7.4 An instrument appointing a proxy must be in writing, executed by or on behalf of the appointor (if a corporation, under the hand of a duly authorised officer of the corporation).
- 7.5 The instrument appointing a proxy and power of attorney or other authority under which it is executed, or a copy of that power or authority certified notarially, or in some other way approved by the Board shall:
- (a) be deposited at the registered office of the Company, or at another place within the United Kingdom specified by the notice convening the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as stated above after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director or be deposited as stated above after the poll has been demanded but not less than 24 hours before the time appointed for the taking of the poll;

- 7.6 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

!We \_\_\_\_\_ of \_\_\_\_\_ in the County of \_\_\_\_\_ being a  
Member/Members of the above named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my proxy to  
vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General



- 11.1 Subject to the provisions of the Act, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board which shall comprise the directors of the Company and which may exercise all the powers of the Company. No alteration of such Memorandum or Articles and no such direction shall invalidate any prior act of the Board or of a committee of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- 11.2 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for any purposes and on any conditions as they determine, including authority for the agent to delegate all or any of his/her powers.
- 11.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys 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.

## **12. DELEGATION OF POWERS OF THE BOARD**

- 12.1 The Board may delegate any of their powers to any committee consisting of one or more directors. Any such delegation may be made subject to any conditions the Board may impose and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more directors shall be subject to the provisions of these Articles regulating the proceedings of the Board, so far as they are capable of applying. Any such Committee shall report all of its acts and proceedings to the Board as soon as is reasonably practicable.
- 12.2 A Committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to be chairman of the meeting.
- 12.3 A Committee may meet and adjourn as it thinks proper. Questions arising at any Committee meeting shall be determined by a majority of votes of the members of the committee present and, in the case of an equality of votes the chairman shall have a second or casting vote.

## **13. APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 13.1 The directors shall be nominated by the respective class of Members by notice in writing to the Company. Each class of Member shall be entitled to appoint the



following number of directors to be known as "A", "B", "C", "D", "E", "F" and "G" directors respectively<sup>2</sup>:

|             |       |
|-------------|-------|
| "A" Members | Two   |
| "B" Members | One   |
| "C" Members | Six   |
| "D" Members | Two   |
| "E" Members | One   |
| "F" Members | One   |
| "G" Members | Three |

- 13.2 Every appointment effected in accordance with this Article shall be in writing, signed on behalf of the Members belonging to the class of Members entitled to make such appointment, or the majority of them, and shall take effect upon delivery at the registered office of the Company or at any Board meeting wherever held.
- 13.3 At each Annual General Meeting one-half of the members of the Board for the time being or, if their number is not two or a multiple of two, then the number nearest one-half, so that at least one director of each class shall retire from office.
- 13.4 The directors to retire in every year shall be those who have been longest in office (of their class) since their last election but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 13.5 A retiring director shall be eligible for re-election.
- 13.6 The Company at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person nominated by the same class of Members as nominated the retiring director, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

---

<sup>2</sup> Amended by Special Resolution passed on 13 December 2000.

- 13.7 No person other than a director retiring at the meeting shall unless recommended by the Board be eligible for election to the office of director at any General Meeting unless not less than 3 nor more than 21 days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a Member, duly qualified to attend and vote at the meeting for which such notice is given, of his/her intention to propose such person for election, and also notice in writing signed by that person of his/her willingness to be elected.
- 13.8 The Company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- 13.9 Subject to the provisions of Article 13.1, the Board shall have power at any time, and from time to time to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
- 13.10 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any director before the expiration of his/her period of office notwithstanding anything in these Articles or in any agreement between the Company and such director.
- 13.11 Subject to the provisions of Article 13.1, the Company may by ordinary resolution appoint another person in place of a director removed from office under Article 13.10. Without prejudice to the powers of the Board under Article 13.9, but subject to the provisions of Article 13.1, the Company in General Meeting may appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
- 13.12 If the directors nominated by the Mayor and Burgesses of the London Borough of Camden ("the Council"), together with any other directors who are associated with the Council within the meaning of Section 69(5) of the Local Government and Housing Act 1989, represent one fifth or more of the total number of directors or of the total

number of directors on any committee of the Board, one or more of such directors shall automatically be removed from office so that the directors appointed by the Council, or who are otherwise associated with a local authority as aforesaid, shall not at any time represent one fifth or more of the total number of directors. For this purpose, the directors appointed by the Council shall only be removed after all other directors associated with local authorities have been removed and the directors to be removed shall, subject to the priority stated above, be determined by agreement between the directors concerned and the removal shall be deemed to have taken effect immediately before the time at which the Council and its associates' representation on the Board exceeded one fifth of the total number of directors.

#### **14. ALTERNATE DIRECTORS**

- 14.1 Each director shall have power to appoint in writing either another director, or any other person willing to act as his/her alternate, provided notice of such appointment has been made in writing to the Company. He/she may also at his/her discretion remove such alternate director by notice in writing to the Company. An alternate director shall have the same entitlement as his/her appointor to receive notices of meetings of the Board and of Committees of the Board and to attend, vote and be counted for the purpose of a quorum at any meeting at which his/her appointor is not personally present, and generally in the absence of his/her appointor to exercise and discharge all the functions, powers and duties of his/her appointor.
- 14.2 Except as otherwise provided in these Articles, the alternate director shall, during his/her appointment, be deemed to be a director for the purposes of these Articles. He/she shall not be deemed to be an agent of his appointor, and shall alone be responsible to the Company for his/her own acts or defaults and shall be entitled to be indemnified by the Company to the same extent as if he/she were a director.
- 14.3 An alternate director shall not, in respect of his/her office of alternate director, be entitled to receive any remuneration from the Company nor to appoint another person as his/her alternate. The appointment of an alternate director shall automatically determine if his/her appointor ceases for any reason to be a director, or on the happening of an event which, if he/she were a director, would cause him/her to vacate the office of director, or if by written notice to the Company he/she resigns his/her appointment as an alternate director.

#### **15. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 15.1 The office of a director shall be vacated if he/she:

- (a) by notice in writing to the Company, resigns his/her office;
- (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her property or affairs;
- (d) ceases to be a director by virtue of any provision of the Act or order made thereunder, or becomes prohibited by law from being a director;
- (e) is absent from meetings of the Board for six successive months unless prevented by illness, unavoidable accident or other cause which may seem to the Board to be sufficient, and his/her alternate director (if any) has not during this period attended in his/her place, and the Board resolve that his/her office should be vacated;
- (f) the person nominating him/her to be a director ceases to be a Member of the Company; and
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in the manner required by Section 317 of the Act.

15.2 No director shall vacate that office or become ineligible for appointment or re-appointment as a director by reason only of having attained any particular age, nor shall special notice be required of any resolution appointing or approving the appointment of such a director, or any notice be required to state the age of the person to whom such a resolution relates.

## **16. MANAGING DIRECTOR AND OTHER APPOINTMENTS**

16.1 The Board may from time to time appoint one or more directors to be the managing director, or to hold another office in the management, administration or conduct of the business of the Company for any period (subject to Section 319 of the Act) and on terms as they think fit, and may revoke that appointment. A managing director or a director appointed to any other office as stated above will be subject to the same provisions as to resignation and removal as the other directors of the Company and will automatically and immediately cease to be the managing director or to hold any other office in the management, administration or conduct of the business of the Company if he/she ceases to hold the office of director for any reason.

- 16.2 The remuneration of the managing director or any director who may be appointed to any other office in the management, administration or conduct of the business of the Company shall from time to time be fixed by the Board.

## **17. PROCEEDINGS OF THE BOARD**

- 17.1 Subject to the provisions of these Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the Board. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director will be entitled in the absence of his/her appointor to a separate vote on behalf of his/her appointor in addition to his/her own vote.
- 17.2 Subject to Article 17.3 notice of the time, place and purpose of every meeting of the Board shall be given to every director and to his/her alternate (if any). The non-receipt of notice by any director or alternate director shall not invalidate the proceedings of the Board. Unless all the directors indicate their willingness to accept shorter notice of a Board meeting at least seven days' notice shall be given, except in case of emergency. Every notice of a Board meeting required to be given under these articles may be served personally or sent by prepaid letter post, cable, telex, telegram, confirmed facsimile or tele-message to the address for the time being supplied for the purpose to the secretary.
- 17.3 It shall not be necessary to give notice of a Board meeting to a director who is for the time being absent from the United Kingdom.
- 17.4 The quorum necessary for the transaction of the business of the Board shall be seven persons. An alternate director who is not a director shall, if his/her appointor is not present, be counted towards the quorum.
- 17.5 The continuing directors may act notwithstanding any vacancies in their number. If the number of directors is less than the number fixed as the quorum necessary for the transaction of the business of the Board, they may act only for the purpose of filling vacancies on the Board or of calling a General Meeting of the Company but for no other purpose.
- 17.6 The Board may elect a director to be chairman of the Board, may determine the period for notice he/she is to hold office and may at any time remove him/her from that office. If there is no director holding that office, or if the chairman having been given notice of

the Board meeting, is not present within five minutes after the time appointed for holding the same, the directors present shall appoint one of their number to be chairman of that meeting.

- 17.7 A resolution in writing, signed or approved by letter, telegram, confirmed facsimile, tele-message or telex by all the directors will be as valid and effective as if it had been passed at a Board meeting, or (as the case may be), a committee of the Board duly convened and held. The resolution may consist of several documents in the same terms each signed by one or more directors.
- 17.8 All acts done by a Board meeting, or by a meeting of a committee of the Board, or by a person acting as a director shall notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office be as valid as if every such person had been duly appointed and was qualified and had continued to be a director.
- 17.9 A director who is in any way either directly or indirectly interested in a contract or arrangement, or proposed contract or arrangement, with the Company shall not vote in respect of any contract or arrangement in which he/she is interested and if he/she does so, his/her vote shall not be counted.

## **18. SECRETARY**

- 18.1 Subject to the provisions of the Act, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by the Board. No director may occupy the salaried position of secretary.
- 18.2 A provision of the Act or 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 both as a director and as, or in place of, the secretary.

## **19. MINUTES**

- 19.1 The Board shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Board; and
  - (b) of all proceedings and resolutions at all meetings of the Company, and of the Board, and of committees of the Board, including the names of the persons present at each such meeting.

## **20. SEAL**

- 20.1 If the Company has a seal, the Board shall provide for its safe custody and it shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director of the Board or by some other person appointed by the Board for the purpose.

## **21. ACCOUNTS**

- 21.1 The Board shall cause accounting records to be kept in accordance with the provisions of the Act.
- 21.2 The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the officers of the Company.
- 21.3 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of Members not being directors, and no Member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
- 21.4 Subject to the provisions of any elective resolution of the company for the time being in force, the Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
- 21.5 Subject to the provisions of any elective resolution of the Company for the time being in force, a copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditors' report, and Board's report, shall not less than 21 days before the date of the meeting be sent to every Member of the Company and every person entitled to receive notice of General Meetings of the Company.

## **22. AUDIT**

- 22.1 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## **23. NOTICES**

- 23.1 A notice may be given by the Company to any Member or director either personally or by sending it by pre-paid post, tele-message, confirmed facsimile or telex to his/her registered address within the United Kingdom or to any other address within the United Kingdom supplied by him/her to the Company for the giving of notices to him/her, but in the absence of such address the Member or director will not be entitled to receive notice of any meeting from the Company. A properly addressed and pre-paid notice sent by first class post will be deemed to have been given, in the case of a meeting, upon the day following that on which the notice is posted and, in the case of notice of any other matter, at the time at which the notice would be delivered in the ordinary course of post.
- 23.2 A notice given by telegram or tele-message shall be deemed to have been given at the expiry of 24 hours after it is delivered by the Company to the relevant transmitting authority.
- 23.3 A notice given by telex or confirmed facsimile will be deemed to have been given at the same time as it is transmitted by the Company.
- 23.4 A Member present, either in person or by proxy, at any General Meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 23.6 Except as otherwise provided in these Articles, all notices to be given pursuant to these Articles shall be in writing.

## **24. RULES OR BYE-LAWS**

- 24.1 The Board 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 or prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing they may by such Rules or Bye Laws regulate:-
- (a) the admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees (if any) and other fees or payments (if any) to be made by Members;



- (b) the conduct of Members of the Company in relation to one another, and to the Company's officers and/or employees;
- (c) 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;
- (d) the procedure at General Meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by these Articles; and
- (e) generally, all such matters as are commonly the subject matter of Company rules;

24.2 The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board 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.

## **25. INDEMNITY**

25.1 Subject to the provisions of section 310 of the Act, every director, agent, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities properly incurred by him/her in or about the execution and discharge of the duties of his/her office or in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

25.2 The Board may at their discretion and on such terms as they think fit purchase and maintain for the Company or for any director, secretary or other manager or officer (other than auditor) of the Company insurance against any liability which might by virtue of any rule of law attach to such director, secretary, or other manager or officer in relation to any negligence, default, breach of duty or breach of trust in relation to the Company or its business or affairs or to any subsidiary and against such liability as mentioned in the preceding article.

NAMES AND ADDRESSES OF SUBSCRIBERS

SUSAN C FADIL  
20 Black Friars Lane  
London  
EC4V 6HD

Chartered Secretary

TONY CHILD  
20 Black Friars Lane  
London  
EC4V 6HD

Solicitor

Dated 17 June 1997

Witness' signature:

HINA PATEL  
20 Black Friars Lane  
London  
EC4V 6HD

Company Secretary