

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

- of -

36 REDCLIFFE SQUARE FREEHOLD LIMITED

("the Company")

I, the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** in accordance with Regulation 53 of Table A of the Companies (Tables A to F) Regulations 1985 (as amended) (which Regulation has been adopted by the Company as part of its Articles of Association) that the following resolution shall be passed and the same shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

**SPECIAL RESOLUTION**

That the articles of association in the form attached and initialled for the purposes of identification only be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company

Signed ..... *J. Hamling*  
Jan Hamling

Dated 9 / 9 2002



The Companies Act 1985  
Private Company Limited by Shares  
NEW  
ARTICLES OF ASSOCIATION  
(Adopted by Special Resolution passed on 2002)  
of  
36 Redcliffe Square Freehold Limited  
Incorporated on 30th May 2002

**Interpretation**

- 1 In these Articles, if not inconsistent with the subject or context:
- 'Act' means the Companies Act 1985, as amended or re-enacted from time to time
- 'A' Shares and "B' Shares' mean the 'A' ordinary Shares of £1 each and non-voting 'B' Ordinary Shares of £1 each of the Company
- 'Lessee' means lessee of a flat situated at 36 Redcliffe Square, London SW10 9JY
- 'Table A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

**Table A**

- 2 The regulations contained in Table A apply to the Company except in so far as they are excluded by or inconsistent with these Articles.
- 3 Any proposed amendment to or variation of these Articles or of the Memorandum of Association of the Company shall be deemed to be a variation of the rights attached to the 'A' Shares and the 'B' Shares.
- 4 Regulations 8, 23, 50, 59, 64, 65, 73 to 80 inclusive, 90, 94, 95, 97 and 118 of Table A do not apply to the Company.

**Share capital**

- 5 The provisions of section 89(1) of the Act do not apply to the Company.
- 6 The capital of the Company (at the date of adoption of these Articles) is £5, divided into 2 'A' ordinary Shares of £1 each, 2 non-voting 'B' ordinary Shares of £1 each and 1 ordinary share of £1. The "A" shares and "B" shares constitute different classes of shares for the purposes of the Act.

- 7 Each share may only be issued to the subscribers of the Memorandum and Articles of Association or a person who is a Lessee and not more than one share may be issued to the Lessee or Lessees in respect of any one flat.
- 8 The shares of the 'A' and 'B' classes shall rank pari passu in all respects save that the non-voting "B" ordinary Shares shall not entitle the holders to receive notice of, to attend, to vote at any general meeting nor participate in the profits and assets of the Company.
- 9 The Company may by special resolution, whether or not all the shares for the time being authorised have been issued or all the shares for the time being issued have been fully paid up, increase its share capital by new shares of such number and class as the special resolution prescribes.
- 10 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time and in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

#### **Transfer of shares**

- 11 The instrument of transfer of any share shall be executed by or on behalf of the transferor. In the case of a partly-paid share, the instrument of transfer must also be executed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of it.
- 12 No member or other person becoming entitled to a share or shares in consequence of the death or bankruptcy of a member shall be entitled to transfer any shares:-
  - (a) to any person not being a Lessee of any of the flats;
  - (b) in any such manner as would procure to any Lessee of the flats more than one share in respect of each flat of which he is the Lessee; or
  - (c) at any price in excess of the nominal value.
- 13 The Directors may in their absolute and uncontrolled discretion and without assigning any reason therefor, refuse to register any proposed transfer of a share unless they are satisfied that the foregoing conditions of Article 12 are being complied with in regard thereto.

- 14 Where a member has ceased for any reason to be a Lessee the directors may give notice to the member requiring him to transfer this share in the Company within the next succeeding period of twenty eight days and if such notice shall not be complied with, the directors may at any time thereafter, by resolution, authorise a person to transfer such share for a consideration not exceeding its nominal value to the then Lessee of the flat who shall be registered as the holder of the share and his title to the said share shall not be affected by any irregularity in the proceedings in reference to the disposal of the share.

### **Number of Directors**

- 15 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be subject to a maximum of five and shall be not less than two.

### **Alternate directors**

- 16 A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him. When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director). When acting, he shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

### **Powers and duties of directors**

- 17 Subject to the provisions of the Act, a director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a director. A director may vote in respect of the contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company. He may also be counted in the quorum at any meeting at which the matter is considered.

### **Disqualification of directors**

- 18 Regulation 81 of Table A shall be amended by substituting the following for paragraphs (c) and (e):

(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or

(e) he is otherwise duly removed from office.

A director shall not be required to vacate his office or be ineligible for re-election, and no person shall be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age.

### **Proceedings of directors**

- 19 Regulation 88 of Table A shall be amended by substituting for the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.

the following sentence:

Notice of every meeting of directors shall be given to each director, including directors who are absent from the United Kingdom and have given the Company their addresses outside the United Kingdom. Directors who are absent from the United Kingdom shall be entitled to receive 30 days' notice of every meeting.

- 20 Questions arising at any meeting of the directors or of any committee shall be decided by a majority of votes of the directors present. The chairman shall not have a second or casting vote and regulation 88 of Table A shall be modified accordingly.
- 21 A director may participate in a meeting of the directors or a committee of the directors of which he is a member by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner is deemed to constitute presence in person at the meeting.

#### **Notices**

- 22 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.