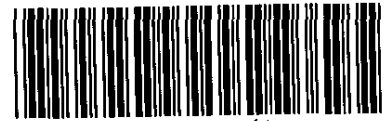


Company Number: 6449735
A Company Limited by Shares
Registered in England and Wales

Westferry Housing Limited
("the Company")

THURSDAY



A09 *A7ZA9ZM0* #154
14/02/2019
COMPANIES HOUSE

Written Special Resolution of the Shareholders

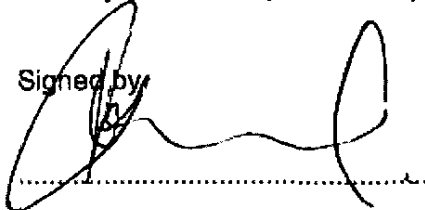
It is hereby resolved by the shareholders of the Company that the following resolutions be passed as a written special resolution:-

1. **THAT** the Articles be rescinded in their entirety and replaced with the version annexed to this written special resolution.

AGREEMENT

Please read the notes overleaf before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution(s) issued on 17th January 2019 hereby irrevocably agrees to the Resolution:

Signed by 

Date
28/01/2019

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Anthony Collins Solicitors, 134 Edmund Street, Birmingham, B3 2ES

Post: returning the signed copy by post to Anthony Collins Solicitors, 134 Edmund

Street, Birmingham, B3 2ES

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to david.alcock@anthonycollins.com Please enter "Proposed written resolution dated 17th January 2019" in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 28 days from circulation, sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us by this date.

4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

THE COMPANIES ACT 1985 TO 2006 PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

WESTFERRY HOUSING LIMITED

(the "Company")

(Incorporated on 10 December 2007 and amended by special resolution on 16th June 2017)

- 1 The Company's name is "Westferry Housing Limited".
- 2 The registered office of the Company will be situated in England and Wales
- 3 The objects for which the Company is established are as follows
 - (A) To carry on business as a general commercial company, including:
 - (i) to provide, construct, improve, maintain or manage housing, including social housing;
 - (ii) to carry on any trade or business whatsoever, and
 - (iii) to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - (B) To carry on any other business which in the opinion of the directors of the Company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above businesses or to be calculated, directly or indirectly, to enhance the value of or render profitable any of the property of the Company or to further any of its objects,
 - (C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
 - (D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or person property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
 - (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring any exclusive or non-exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carry on any business capable of being conducted so as, directly or indirectly, to benefit the Company.
- (H) To issue, place underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any company, whether limited or unlimited or incorporated by act of parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (I) To invest and deal with monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (J) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person.
- (K) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavor to obtain, any provisional order of the Board of Trade, or any act or acts of parliament for the purposes of the Company or any other company.
- (L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as, directly or indirectly, to benefit the Company.
- (M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees, of the Company or of any subsidiary, allied or associated company or the families, dependents or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

- (O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem, directly or indirectly, calculated to benefit the Company.
 - (P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
 - (Q) To remunerate any person, firm or company rendering services to the Company in such manner as may be thought expedient.
 - (R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
 - (S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
 - (T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations, relating to the business or property so purchased or acquired.
 - (U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
 - (V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
 - (W) To give financial assistance (as defined in section 152 of the Companies Act 1985 (as amended)) directly or indirectly for the acquisition of shares and/or for the purpose of reducing or discharging liability incurred for the purpose of the acquisition of shares in the Company.
- 4 The liability of the members is limited.
- 5 The share capital of the Company is £100 divided into 100 Ordinary Shares of £1.00 each.
- 6 The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's articles of association.

I, the person whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company as set opposite my name.

Name and Address of Subscriber	Number of shares taken by the Subscriber
---------------------------------------	---

Richard Clive Desmond 60 The Bishop's Avenue London N2 OBE Company Director

One Hundred

Richard Desmond

Dated 7.12.07

Witness to the above signature

Name of witness (in BLOCK CAPITALS)	ALLISON RACHER
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Signature of witness:	A. Racher
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Address	82 LONDON ROAD ABRIDGE RM4 1XP
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Occupation	Personal Assistant
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THE COMPANIES ACTS 1985 TO 2006
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WESTFERRY HOUSING LIMITED

(the "Company")

(Incorporated on 10 December 2007)

1. PRELIMINARY

- 1.1 These Articles, together with the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by (i) the Companies (Tables A to F) (Amendment) Regulations 1985; (ii) the Companies Act 1985 (Electronic Communications) Order 2000; (iii) Parts 2 and 3 of the Companies (Tables A to F) (Amendment) Regulations 2007; and (iv) the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (such Table being hereinafter referred to as "**Table A**") shall be the Articles of Association of the Company (the "**Articles**") save insofar as the regulations in Table A are excluded or varied hereby. The following regulations in Table A shall not apply to the Company: regulations 3 (redemption of shares), 8 (lien), 24 (directors' refusal of share transfers), 33 (fractional entitlements), 35 (purchase of own shares), 38 (notice of general meetings), 40 (quorum at general meetings), 54 (votes of members), 64 (number of directors), 65 (power to appoint alternative directors), 76-79 inclusive (appointment and retirement of directors), 88 (proceedings of directors), 89 (quorum for transaction of business), 93 (written resolution of directors), 94 (conflict of interest), 95 (quorum & entitlement), 99 (secretary), 112 (notices) and 118 (indemnity).
- 1.2 The Company is a private limited company and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- 1.3 In these Articles.

"CA1985"

means the Companies Act 1985 as amended from time to time

"CA2006"	means the Companies Act 2006 as amended from time to time
"Associated Company"	means a company or other body corporate which is associated with the Company for the purposes of section 256 of the CA2006
"Companies Acts"	has the meaning in section 2 of the CA2006 in so far as the provisions referred to in such section are in force from time to time
"electronic form"	has the meaning given to it in section 1168(3) of the CA2006
"electronic means"	has the meaning given to it in section 1168(4) of the CA2006
"hard copy"	has the meaning given to it in section 1168(2) of the CA2006
"Parent"	means the Desmond Foundation, registered charity number 1014352 or such other incorporated body as succeeds to the ownership of shares in the Company
"Statutes"	means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Acts

2. SHARES

- 2.1 The whole of the shares of the Company for the time being unissued shall be under the control of the directors, who are unconditionally authorised for the purposes of section 80 of the CA1985 generally to exercise any power of the Company at any time during the period of five years from the date of the Company's incorporation to allot any relevant securities (as defined by section 80(2) of the CA1985) up to an amount equal to the amount of the authorised share capital of the Company as at the date of incorporation from time to time unissued during the period of such authority.
- 2.2 The directors shall be entitled under the general authority conferred by Article 2.1 above to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- 2.3 Section 89(1) and section 90(1)-(6) of the CA1985 shall not apply to any allotment of equity securities (as defined in section 94 of the CA1985) in the Company made pursuant to the authority contained in Articles 2.1 and 2.2 above.

- 2.4 The directors may in their absolute discretion and without assigning any reason for their decision decline to register any transfer of any share whether or not it is a fully paid share.
- 2.5 Subject to the provisions of Chapter VII in Part V of the CA1985 the Company may:
- (a) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof,
 - (b) purchase its own shares (including any redeemable shares); and
 - (c) make a payment in respect of the redemption or purchase under sections 159 to 161 or (as the case may be) section 162 of the CA1985 of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

3. LIENS AND CALLS

- 3.1 The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name of any member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article The Company's lien, if any, on a share shall extend to all distributions and other moneys or property attributable to it.
- 3.2 The liability of any member in default in respect of a call shall include expenses. The following words shall be added at the end of the first sentence of regulation 18 of Table A: "and all expenses that may have been incurred by the Company by reason of such non-payment".
- 3.3 In regulation 19 of Table A there shall be substituted for the words "all dividends or other moneys payable in respect of the forfeited shares" the words "all distributions and other moneys or property attributable to it".
- 3.4 The directors may, if they think fit, receive from any member all or any part of the sums for the time being uncalled and unpaid on any of his shares.

4. PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Subject to the provisions of these Articles and to any special rights or restrictions as to voting for the time being attached to any shares:
- (a) on a show of hands, every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote;
 - (b) on a show of hands, every proxy appointed by a member shall have one vote; and

- (c) on a poll, every member who is present in person or by proxy shall have one vote for every share in the Company held by him.

Where a duly authorised representative or proxy is himself a member in his own right, he may only vote once on a show of hands.

- 4.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business save as herein otherwise provided, and subject to the provisions of the Companies (Single Member Private Limited Companies) Regulations 1992 (SI 1992/1699), two members present in person or by proxy or (being a corporation) by a duly authorised representative shall be a quorum. Regulation 41 of Table A shall be read and construed as if the last sentence ended with the words", and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

5. NOTICE OF GENERAL MEETINGS

- 5.1 A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting who together hold not less than 90 per cent in nominal value of the shares giving that right.
- 5.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

6. WRITTEN RESOLUTIONS

A proposed written resolution shall lapse if it is not passed before the end of the period of 28 days beginning with the circulation date (as defined in section 290 of the CA2006).

7. DIRECTORS

- 7.1 Unless and until otherwise determined by the Company in general meeting the number of directors shall not be less than three and shall not be subject to any maximum. The quorum for the transaction of the business of the directors shall be three of whom at least one shall be a director who is not appointed by the Parent. .
- 7.2 A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall together have power from time to time and at any time to appoint any person or persons as director or directors either as an additional director or directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or, in the case of a member being a corporation, signed by one of its directors on its behalf, and shall take effect upon receipt (including by facsimile) at the registered office of the Company.
- 7.3 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.

- 7.4 The directors 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.
- 7.5 In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- 7.6 For the purposes of Article 7.5, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member shall be deemed to have survived an older member.
- 7.7 No person shall be disqualified from becoming a director or shall be required to vacate his office of director by reason of his attaining or having attained any age.
- 7.8 The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part of its undertaking, property, and assets (both present and future) 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.
- 7.9 A director who declares his interest in the manner provided by the CA1985 may vote as a director in regard to any contract or arrangement in which he is interested (including, but without prejudice to the generality of the foregoing, any contract, arrangement, transaction or proposal concerning the purchase or maintenance of any insurance policy in which he is in any way interested) or upon any matter arising in relation to it and, if he shall so vote, his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration.
- 7.10 A resolution in writing signed or approved by all the directors entitled to notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) of a committee of directors duly called and constituted. The resolution may be contained in one document or in several documents in like form, each signed or approved by one or more of the directors concerned. For the purpose of this Article a resolution:
- (a) may be by means of an instrument in hard copy or electronic form sent to such address (if any) as may for the time being be notified by the Company for that purpose;
 - (b) may consist of several instruments each executed by one or more directors or several electronic forms, each sent by one or more directors, or a combination of both.
 - (c)
- 7.11 Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit.
- 7.12 A director may, and the secretary at the request of any director shall, call a meeting of directors.
- 7.13 Questions arising at a meeting shall be decided by a majority of votes.

- 7.14 Notice of a board meeting shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in hard copy form to him at his last known address or any other address given by him to the Company for this purpose or sent in electronic form to him at an address given by him to the Company for this purpose. A director absent or intending to be absent from the United Kingdom may request to the board that notices of board meetings shall during his absence be sent in hard copy or electronic form to him (or to his alternate) at an address given by him to the Company for this purpose, but if no such request is made it shall not be necessary to give notice of a board meeting to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively.
- 7.15 Directors may participate in or hold a meeting of directors or of a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, participation by such means shall be deemed to constitute presence in person and business so transacted shall be as effective for all purposes as that of a meeting of the directors or (as the case may be) of a committee of the directors duly convened and held with such directors physically present.
- 7.16 In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 7.17 In regulation 82 of Table A there shall be inserted after the words "such remuneration" the words "for their services as such", and at the end of that regulation the sentence. "A director who has ceased to hold office as such when the resolution is passed shall, unless it otherwise provides, be entitled to be paid the appropriate proportion of any remuneration voted to the directors for a period during all or any part of which he held office".
- 7.18 In regulation 84 of Table A there shall be inserted in the third sentence after the words "shall terminate" the parenthesis "(unless the terms of his appointment otherwise provide)".
- 7.19 In regulation 87 of Table A there shall be substituted in the first line for the words "The directors" the words "The directors on behalf of the Company".

8. SECRETARY

Subject to the provisions of section 10 of the CA1985, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit; any secretary may be removed by them.

9. NOTICES

- 9.1 Any notice or other document or information sent or supplied by or to the Company (whether authorised or required to be sent or supplied by the Statutes or otherwise) to or by a member, or to or by any person entitled to enjoy or exercise all or any specified rights of a member in relation to the Company, may be sent or supplied in any way in which the CA2006 provides for documents or information to be sent or supplied by or to the Company for the purposes of any provision of the Statutes, including in particular by the Company making them available on a website.

- 9.2 A notice or other document or information sent in electronic form shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.

10. SERVICE OF NOTICES

- 10.1 The Company may send or supply any notice or other document or information pursuant to these Articles to a member by whichever of the following methods it may in its absolute discretion determine:

- (a) personally,
- (b) by posting the notice or other document or information in a prepaid envelope addressed to the member at his registered address;
- (c) by leaving the notice or other document or information at that address;
- (d) by sending or supplying the notice or other document or information by electronic means to such address (if any) as may for the time being be notified to the Company by or on behalf of the member for that purpose generally or specifically (or as may be deemed by a provision in the CA2006 to have been specified for that purpose), or
- (e) by making it available on a website.

- 10.2 In the case of joint holders of a share, the Company shall treat as the only member entitled to receive notices or other documents or information from the Company in respect of the joint holding (whether such documents or information are required to be sent or supplied by the Statutes or otherwise) the joint holder whose name appears first in the register in respect of the joint holding.

- 10.3 Anything to be agreed or specified by the holder of a share which is held in joint names must be agreed or specified by the holder whose name appears first in the register in respect of the joint holding and the other joint holder or holders shall be deemed to be bound thereby.

11. INDEMNITY AND INSURANCE

- 11.1 Subject to the provisions of and so far as may be permitted by and consistent with the Statutes, each current or former director or other officer (other than an auditor) of the Company or any Associated Company shall be indemnified out of the assets of the Company against

- (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company other than, in the case of a current or former director;
 - (i) any liability to the Company or any Associated Company; and
 - (ii) any liability of the kind referred to in sections 234(3) of the CA2006,

- (b) any liability incurred by or attaching to him in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the CA2006) other than a liability of the kind referred to in section 235(3) of the CA2006, and
- (c) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers. For the purpose of this Article, references to "liability" shall include all costs and expenses incurred by the current or former director or other officer (other than an auditor) in relation thereto.

11.2 Subject to the provisions of and so far as may be permitted by the Statutes, the directors may exercise all the powers of the Company to:

- (a) provide any current or former director or other officer (other than an auditor) of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or an Associated Company, or in connection with any application for relief under the provisions mentioned in section 205(5) of the CA2006; and
- (b) do anything to enable any such person to avoid incurring such expenditure,

but so that the terms set out in section 205(2) of the CA2006 shall apply to any such provision of funds or other things so done. For the purpose of this Article references to "director" in section 205(2) of the CA2006 shall be deemed to include references to a former director or other officer (other than an auditor) of the Company.

11.3 Without prejudice to Article 11.1, the directors may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office insurance against any liability or expense incurred by him in relation to the Company or any Associated Company or any third party in respect of any act or omission in the actual or purported discharge of the duties of the relevant office concerned or otherwise in connection with the holding of that relevant office and for this purpose "relevant office" means that of director or other officer (other than an auditor) of the Company or any company which is or was an Associated Company or any predecessor in business of the Company or of any Associated Company or that of trustee of any pension fund or retirement, death or disability scheme or other trust for the benefit of any officer or former officer (other than an auditor) of the Company or any Associated Company or of any such predecessor in business or their respective dependents.

11.4 Regulation 118 shall not apply to the Company.

Name and Address of Subscriber

Richard Clive Desmond
60 The Bishop's Avenue
London
N2 OBE

One Hundred

Company Director

Richard Desmond

Dated 7.12.07

Witness to the above signature

Name of witness (in BLOCK CAPITALS) ALLISON RACHER

Signature of witness: A. Racher

Address 82 LONDON ROAD
ABRIDGE
RM4 1XP

Occupation Personal Assistant

Company Number: 06449735
2006
Private Limited Company
Registered in England

Companies Act

WESTFERRY HOUSING LIMITED
(the “Company”)

Articles of Association amended by written special resolution on 28th January 2019

THE COMPANIES ACT 1985 TO 2006 PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

WESTFERRY HOUSING LIMITED

(the "Company")

(Incorporated on 10 December 2007 and amended by special resolution on 16th June 2017)

- 1 The Company's name is "Westferry Housing Limited".
- 2 The registered office of the Company will be situated in England and Wales
- 3 The objects for which the Company is established are as follows
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 - (ii) to carry on any trade or business whatsoever, and
 - (iii) to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - (B) To carry on any other business which in the opinion of the directors of the Company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above businesses or to be calculated, directly or indirectly, to enhance the value of or render profitable any of the property of the Company or to further any of its objects,
 - (C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
 - (D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or person property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
 - (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring any exclusive or non-exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carry on any business capable of being conducted so as, directly or indirectly, to benefit the Company.
- (H) To issue, place underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any company, whether limited or unlimited or incorporated by act of parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (I) To invest and deal with monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (J) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person.
- (K) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavor to obtain, any provisional order of the Board of Trade, or any act or acts of parliament for the purposes of the Company or any other company.
- (L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as, directly or indirectly, to benefit the Company.
- (M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees, of the Company or of any subsidiary, allied or associated company or the families, dependents or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

- (O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem, directly or indirectly, calculated to benefit the Company.
 - (P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
 - (Q) To remunerate any person, firm or company rendering services to the Company in such manner as may be thought expedient.
 - (R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
 - (S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
 - (T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations, relating to the business or property so purchased or acquired.
 - (U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
 - (V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
 - (W) To give financial assistance (as defined in section 152 of the Companies Act 1985 (as amended)) directly or indirectly for the acquisition of shares and/or for the purpose of reducing or discharging liability incurred for the purpose of the acquisition of shares in the Company.
- 4 The liability of the members is limited.
 - 5 The share capital of the Company is £100 divided into 100 Ordinary Shares of £1.00 each.
 - 6 The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's articles of association.

I, the person whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company as set opposite my name.

Name and Address of Subscriber	Number of shares taken by the Subscriber
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Richard Clive Desmond
60 The Bishop's Avenue
London
N2 OBE
Company Director

One Hundred

Richard Desmond

Dated 7.12.07

Witness to the above signature

Name of witness (in BLOCK CAPITALS)	ALLISON RACHER
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Signature of witness:	A. Racher
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Address	82 LONDON ROAD ABRIDGE RM4 1XP
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Occupation	Personal Assistant
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THE COMPANIES ACTS 1985 TO 2006
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WESTFERRY HOUSING LIMITED

(the "Company")

(Incorporated on 10 December 2007)

1. PRELIMINARY

- 1.1 These Articles, together with the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by (i) the Companies (Tables A to F) (Amendment) Regulations 1985; (ii) the Companies Act 1985 (Electronic Communications) Order 2000; (iii) Parts 2 and 3 of the Companies (Tables A to F) (Amendment) Regulations 2007; and (iv) the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (such Table being hereinafter referred to as "**Table A**") shall be the Articles of Association of the Company (the "**Articles**") save insofar as the regulations in Table A are excluded or varied hereby. The following regulations in Table A shall not apply to the Company: regulations 3 (redemption of shares), 8 (lien), 24 (directors' refusal of share transfers), 33 (fractional entitlements), 35 (purchase of own shares), 38 (notice of general meetings), 40 (quorum at general meetings), 54 (votes of members), 64 (number of directors), 65 (power to appoint alternative directors), 76-79 inclusive (appointment and retirement of directors), 88 (proceedings of directors), 89 (quorum for transaction of business), 93 (written resolution of directors), 94 (conflict of interest), 95 (quorum & entitlement), 99 (secretary), 112 (notices) and 118 (indemnity).
- 1.2 The Company is a private limited company and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- 1.3 In these Articles.

"CA1985"

means the Companies Act 1985 as amended from time to time

"CA2006"	means the Companies Act 2006 as amended from time to time
"Associated Company"	means a company or other body corporate which is associated with the Company for the purposes of section 256 of the CA2006
"Companies Acts"	has the meaning in section 2 of the CA2006 in so far as the provisions referred to in such section are in force from time to time
"electronic form"	has the meaning given to it in section 1168(3) of the CA2006
"electronic means"	has the meaning given to it in section 1168(4) of the CA2006
"hard copy"	has the meaning given to it in section 1168(2) of the CA2006
"Parent"	means the Desmond Foundation, registered charity number 1014352 or such other incorporated body as succeeds to the ownership of shares in the Company
"Statutes"	means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Acts

2. SHARES

- 2.1 The whole of the shares of the Company for the time being unissued shall be under the control of the directors, who are unconditionally authorised for the purposes of section 80 of the CA1985 generally to exercise any power of the Company at any time during the period of five years from the date of the Company's incorporation to allot any relevant securities (as defined by section 80(2) of the CA1985) up to an amount equal to the amount of the authorised share capital of the Company as at the date of incorporation from time to time unissued during the period of such authority.
- 2.2 The directors shall be entitled under the general authority conferred by Article 2.1 above to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- 2.3 Section 89(1) and section 90(1)-(6) of the CA1985 shall not apply to any allotment of equity securities (as defined in section 94 of the CA1985) in the Company made pursuant to the authority contained in Articles 2.1 and 2.2 above.

- 2.4 The directors may in their absolute discretion and without assigning any reason for their decision decline to register any transfer of any share whether or not it is a fully paid share.
- 2.5 Subject to the provisions of Chapter VII in Part V of the CA1985 the Company may:
- (a) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof,
 - (b) purchase its own shares (including any redeemable shares); and
 - (c) make a payment in respect of the redemption or purchase under sections 159 to 161 or (as the case may be) section 162 of the CA1985 of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

3. LIENS AND CALLS

- 3.1 The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name of any member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article The Company's lien, if any, on a share shall extend to all distributions and other moneys or property attributable to it.
- 3.2 The liability of any member in default in respect of a call shall include expenses. The following words shall be added at the end of the first sentence of regulation 18 of Table A: "and all expenses that may have been incurred by the Company by reason of such non-payment".
- 3.3 In regulation 19 of Table A there shall be substituted for the words "all dividends or other moneys payable in respect of the forfeited shares" the words "all distributions and other moneys or property attributable to it".
- 3.4 The directors may, if they think fit, receive from any member all or any part of the sums for the time being uncalled and unpaid on any of his shares.

4. PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Subject to the provisions of these Articles and to any special rights or restrictions as to voting for the time being attached to any shares:
- (a) on a show of hands, every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote;
 - (b) on a show of hands, every proxy appointed by a member shall have one vote; and

- (c) on a poll, every member who is present in person or by proxy shall have one vote for every share in the Company held by him.

Where a duly authorised representative or proxy is himself a member in his own right, he may only vote once on a show of hands.

- 4.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business save as herein otherwise provided, and subject to the provisions of the Companies (Single Member Private Limited Companies) Regulations 1992 (SI 1992/1699), two members present in person or by proxy or (being a corporation) by a duly authorised representative shall be a quorum Regulation 41 of Table A shall be read and construed as if the last sentence ended with the words", and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

5. NOTICE OF GENERAL MEETINGS

- 5.1 A general meeting shall be called by at least 14 clear days' notice but may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting who together hold not less than 90 per cent in nominal value of the shares giving that right.
- 5.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

6. WRITTEN RESOLUTIONS

A proposed written resolution shall lapse if it is not passed before the end of the period of 28 days beginning with the circulation date (as defined in section 290 of the CA2006).

7. DIRECTORS

- 7.1 Unless and until otherwise determined by the Company in general meeting the number of directors shall not be less than three and shall not be subject to any maximum. The quorum for the transaction of the business of the directors shall be three of whom at least one shall be a director who is not appointed by the Parent. .
- 7.2 A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall together have power from time to time and at any time to appoint any person or persons as director or directors either as an additional director or directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or, in the case of a member being a corporation, signed by one of its directors on its behalf, and shall take effect upon receipt (including by facsimile) at the registered office of the Company.
- 7.3 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.

- 7.4 The directors 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.
- 7.5 In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- 7.6 For the purposes of Article 7.5, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member shall be deemed to have survived an older member.
- 7.7 No person shall be disqualified from becoming a director or shall be required to vacate his office of director by reason of his attaining or having attained any age.
- 7.8 The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part of its undertaking, property, and assets (both present and future) 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.
- 7.9 A director who declares his interest in the manner provided by the CA1985 may vote as a director in regard to any contract or arrangement in which he is interested (including, but without prejudice to the generality of the foregoing, any contract, arrangement, transaction or proposal concerning the purchase or maintenance of any insurance policy in which he is in any way interested) or upon any matter arising in relation to it and, if he shall so vote, his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration.
- 7.10 A resolution in writing signed or approved by all the directors entitled to notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) of a committee of directors duly called and constituted. The resolution may be contained in one document or in several documents in like form, each signed or approved by one or more of the directors concerned. For the purpose of this Article a resolution:
- (a) may be by means of an instrument in hard copy or electronic form sent to such address (if any) as may for the time being be notified by the Company for that purpose;
 - (b) may consist of several instruments each executed by one or more directors or several electronic forms, each sent by one or more directors, or a combination of both.
 - (c)
- 7.11 Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit.
- 7.12 A director may, and the secretary at the request of any director shall, call a meeting of directors.
- 7.13 Questions arising at a meeting shall be decided by a majority of votes.

- 7.14 Notice of a board meeting shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in hard copy form to him at his last known address or any other address given by him to the Company for this purpose or sent in electronic form to him at an address given by him to the Company for this purpose. A director absent or intending to be absent from the United Kingdom may request to the board that notices of board meetings shall during his absence be sent in hard copy or electronic form to him (or to his alternate) at an address given by him to the Company for this purpose, *but if no such request is made it shall not be necessary to give notice of a board meeting to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively.*
- 7.15 Directors may participate in or hold a meeting of directors or of a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, participation by such means shall be deemed to constitute presence in person and business so transacted shall be as effective for all purposes as that of a meeting of the directors or (as the case may be) of a committee of the directors duly convened and held with such directors physically present.
- 7.16 In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 7.17 In regulation 82 of Table A there shall be inserted after the words "such remuneration" the words "for their services as such", and at the end of that regulation the sentence. "A director who has ceased to hold office as such when the resolution is passed shall, unless it otherwise provides, be entitled to be paid the appropriate proportion of any remuneration voted to the directors for a period during all or any part of which he held office".
- 7.18 In regulation 84 of Table A there shall be inserted in the third sentence after the words "shall terminate" the parenthesis "(unless the terms of his appointment otherwise provide)".
- 7.19 In regulation 87 of Table A there shall be substituted in the first line for the words "The directors" the words "The directors on behalf of the Company".

8. SECRETARY

Subject to the provisions of section 10 of the CA1985, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit; any secretary may be removed by them.

9. NOTICES

- 9.1 Any notice or other document or information sent or supplied by or to the Company (whether authorised or required to be sent or supplied by the Statutes or otherwise) to or by a member, or to or by any person entitled to enjoy or exercise all or any specified rights of a member in relation to the Company, may be sent or supplied in any way in which the CA2006 provides for documents or information to be sent or supplied by or to the Company for the purposes of any provision of the Statutes, including in particular by the Company making them available on a website.

- 9.2 A notice or other document or information sent in electronic form shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.

10. SERVICE OF NOTICES

- 10.1 The Company may send or supply any notice or other document or information pursuant to these Articles to a member by whichever of the following methods it may in its absolute discretion determine:

- (a) personally,
- (b) by posting the notice or other document or information in a prepaid envelope addressed to the member at his registered address;
- (c) by leaving the notice or other document or information at that address;
- (d) by sending or supplying the notice or other document or information by electronic means to such address (if any) as may for the time being be notified to the Company by or on behalf of the member for that purpose generally or specifically (or as may be deemed by a provision in the CA2006 to have been specified for that purpose), or
- (e) by making it available on a website.

- 10.2 In the case of joint holders of a share, the Company shall treat as the only member entitled to receive notices or other documents or information from the Company in respect of the joint holding (whether such documents or information are required to be sent or supplied by the Statutes or otherwise) the joint holder whose name appears first in the register in respect of the joint holding.

- 10.3 Anything to be agreed or specified by the holder of a share which is held in joint names must be agreed or specified by the holder whose name appears first in the register in respect of the joint holding and the other joint holder or holders shall be deemed to be bound thereby.

11. INDEMNITY AND INSURANCE

- 11.1 Subject to the provisions of and so far as may be permitted by and consistent with the Statutes, each current or former director or other officer (other than an auditor) of the Company or any Associated Company shall be indemnified out of the assets of the Company against

- (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company other than, in the case of a current or former director;
 - (i) any liability to the Company or any Associated Company; and
 - (ii) any liability of the kind referred to in sections 234(3) of the CA2006,

- (b) any liability incurred by or attaching to him in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the CA2006) other than a liability of the kind referred to in section 235(3) of the CA2006, and
- (c) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers For the purpose of this Article, references to "liability" shall include all costs and expenses incurred by the current or former director or other officer (other than an auditor) in relation thereto.

11.2 Subject to the provisions of and so far as may be permitted by the Statutes, the directors may exercise all the powers of the Company to:

- (a) provide any current or former director or other officer (other than an auditor) of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or an Associated Company, or in connection with any application for relief under the provisions mentioned in section 205(5) of the CA2006; and
- (b) do anything to enable any such person to avoid incurring such expenditure,

but so that the terms set out in section 205(2) of the CA2006 shall apply to any such provision of funds or other things so done. For the purpose of this Article references to "director" in section 205(2) of the CA2006 shall be deemed to include references to a former director or other officer (other than an auditor) of the Company.

11.3 Without prejudice to Article 11.1, the directors may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office insurance against any liability or expense incurred by him in relation to the Company or any Associated Company or any third party in respect of any act or omission in the actual or *purported discharge of the duties of the relevant office concerned or otherwise in connection with the holding of that relevant office* and for this purpose "relevant office" means that of director or other officer (other than an auditor) of the Company or any company which is or was an Associated Company or any predecessor in business of the Company or of any Associated Company or that of trustee of any pension fund or retirement, death or disability scheme or other trust for the benefit of any officer or former officer (other than an auditor) of the Company or any Associated Company or of any such predecessor in business or their respective dependents.

11.4 Regulation 118 shall not apply to the Company.

Name and Address of Subscriber

Richard Clive Desmond
60 The Bishop's Avenue
London
N2 OBE

One Hundred

Company Director

Richard Desmond

Dated 7.12.07

Witness to the above signature

Name of witness (in BLOCK CAPITALS) ALLISON RACHER

Signature of witness: A. Racher

Address 82 LONDON ROAD
 ABRIDGE
 RM4 1XP

Occupation Personal Assistant