



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

Please do not  
write in  
this margin

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

To the Registrar of Companies

For official use

For official use

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

\* insert full  
name of Company

Name of company

\* 246 SOUTH COAST ROAD (PEACEHAVEN) LIMITED

I, Michael John Williams

of 13/14 Liverpool Terrace, Worthing, West Sussex

† delete as  
appropriate

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

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 1 High Street  
Worthing West Sussex

Declarant to sign below

the 30th day of June

One thousand nine hundred and eighty seven  
before me Sheila K. P. J.

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

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

For official Use	
New Companies Section	Post room



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To the Registrar of Companies

For official use

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[ ] [ ] [ ] [ ]

[ ]

Name of company

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I, Michael John Williams  
of 13/14 Liverpool Terrace, Worthing, West Sussex

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(~~person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)†~~) and that all the requirements of the above Act in respect of the registration of the  
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Declared at 1 High Street  
Worthing West Sussex

Declarant to sign below

the 30th day of Jan  
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before me Sheila K. P. G.

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

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

For official Use

New Companies Section

Post room

[ ] [ ]



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

Please do not write in this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

[Empty box for official use]

Name of company

\* insert full name of company

\* 246 SOUTH COAST ROAD (PEACEHAVEN) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

RMC HOUSE, SCHOOL ROAD
HOVE, EAST SUSSEX
Postcode BN 3 5HX

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

X

L & A FORMATIONS
112 CITY ROAD
LONDON
EC4V 2ND
Postcode
TEL: 01-250 3107    TELEX 332503

Number of continuation sheets attached (see note 1)

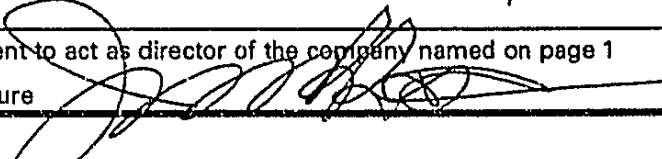
[Empty box for continuation sheets]

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

For official Use	
General Section	Post room


The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) ROSAIR, JAMES BASIL		Business occupation
		CHARTERED ACCOUNTANT
Previous name(s) (note 3)		Nationality
Address (note 4) RMC HOUSE, SCHOOL ROAD		BRITISH
HOVE, EAST SUSSEX		Date of birth (where applicable)
	Postcode BN3 5HX	(note 6)
Other directorships †		
SEE ATTACHED		
I consent to act as director of the company named on page 1		
Signature 		Date 4th JUNE 1987

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature:		Date

Name (note 3) DENNETT - THORPE		Business occupation
ARTHUR WILLIAM		BUILDER
Previous name(s) (note 3)		Nationality
Address (note 4) RMC HOUSE, SCHOOL ROAD		BRITISH
HOVE, EAST SUSSEX		Date of birth (where applicable)
	Postcode BN3 5HX	(note 6)
Other directorships †		
RAYFORD PROPERTIES LIMITED		
HILLCREST MAINTENANCE COMPANY (NEWHAVEN) LIMITED		
ST. JOHN'S ROAD (SEAFORD) LIMITED		
I consent to act as director of the company named on page 1		
Signature 		Date 4TH JUNE 1987

Please do not write in this margin

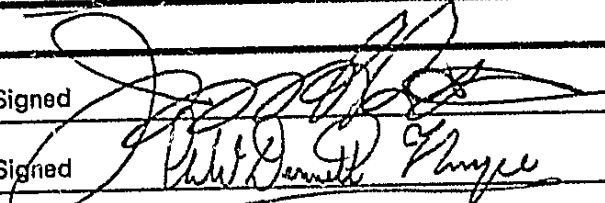
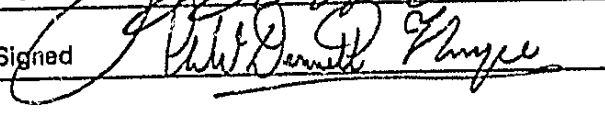
Please complete legibly, preferably in black type, or bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		ROSATR, JAMES BASTL	
Previous name(s) (note 3)			
Address (notes 4 & 7) RMC HOUSE, SCHOOL ROAD			
HOVE, EAST SUSSEX			
		Postcode	BN3 5HX
I consent to act as secretary of the company named on page 1			
Signature		Date 4TH. JUNE 1987	

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

Signature of agent on behalf of subscribers		Date
---	--	------

Signed		Date 4th. JUNE 1987
Signed		Date 4th. JUNE 1987
Signed		Date
Signed		Date
Signed		Date
Signed		Date

delete if the form is signed by the subscribers

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

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

Name: ..... JAMES BASIL ROSAIR .....

Address: ..... "The Conifers", Storrington Road, .....

..... Thakeham, Pulborough, .....

..... West Sussex RH20 3EQ .....

Business Occupation: ..... Chartered Accountant .....

Particulars of Directorships:

RESIGNED:

..... RAYFORD SUPREME HOLDINGS plc .....	24. 1. 86
..... SUPREME DISCOUNT STORES LTD. ....	24. 1. 86
..... RAYFORD ELECTRICS LTD. ....	24. 1. 86
..... AKASHI LTD. ....	24. 1. 86
..... PAVILION FINANCE CO.LTD. ....	<u>24. 1. 86</u>
..... SUPREME DISCOUNT SPORTS & LEISURE LTD. ....	
..... SUPREME DISCOUNT RENTALS LTD. ....	
..... RAYFORD PROPERTIES LTD. ....	
..... UNIQUE OCCASIONS LTD. ....	
..... SOUND INVESTMENTS LTD. ....	
..... RAYFORD HOLDINGS LTD. ....	
..... FISHEY BUSINESS (SUSSEX) LTD. ....	
..... RAYFORDS DISCOUNT STORES LTD .....	
..... ADVANTAGE ADVERTISING LTD. ....	
..... HILLCREST MAINTENANCE COMPANY (NEWHAVEN) LIMITED. ....	
..... ST.JOHNS ROAD (SEAFORD) LIMITED. ....	

Continued on Sheet 2

Name: ... JAMES BASIL ROSAIR .....

Address... 'The Conifers', Storrington Road  
.....  
..... Thakeham, Pulborough .....

..... West Sussex RH20 3EQ .....

Business Occupation: Chartered Accountant .....

Particulars of Directorships:

..... PARFUM NU-VOGUE LIMITED .....

..... OUR SECRET COLLECTION LIMITED .....

..... SCENTIQUE PERFUME LIMITED .....

..... HEALTH SECRETS LIMITED .....

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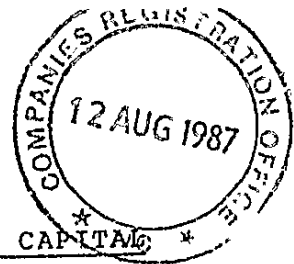
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THE COMPANIES ACT 1985

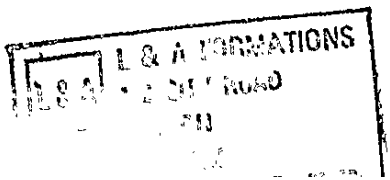
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

# Memorandum of Association

-of-

246 SOUTH COAST ROAD (PEACEHAVEN) LIMITED

1. The Company's name is "246 South Coast Road (Peacehaven) Limited"
2. The Company's registered office is to be situated in England.
- 3A. The Company's objects are:-
  - (1) To acquire, take on lease, manage and generally maintain, either as principal or agent, certain lands, buildings and premises known as 246 South Coast Road Peacehaven Sussex for and on behalf of owners, occupiers, freeholders, leaseholders or others.
  - (2) To take over and maintain in good repair and condition the structures, walls, load bearing beams, retaining walls, common drains and common parts of buildings (whether the same be inside the external walls or not) and to carry out such repairs and decorations thereto as may from time to time become necessary.
  - (3) To provide and maintain master television aerials arrays, common water supplies and all other amenities by all means available to the Company and to provide such renewals and additions to the property from time to time.
  - (4) To negotiate on behalf of and to act as agents for such of the owners (whether in fee simple or of a term of years) occupiers and residents and to negotiate and enter into contracts for the maintenance repair of the houses, flats, maisonettes, communal gardens and all other parts thereof.
  - (5) To acquire the benefit of and to enforce by all means available at law or equity for the benefit of all lessees, occupiers and residents, all covenants (restrictive or otherwise) choses in action and contracts which have a direct or indirect effect on the value of any property or properties.





- (6) To carry on all or any of the businesses of gardeners, horticulturalists, builders and contractors and dealers in fertilisers, plants, turf, stone, sand, lime, bricks and timber, to act as dealers, repairers and engineers of radio and television sets, equipment and aerials and of, or in, all other requisites for the creation and maintenance of supplies, facilities and amenities whether the same shall have been provided by the Company or not.
- (7) To negotiate and enter into contracts with radio and television suppliers and maintenance companies, persons or others for bulk or common use of maintenance of radio and television sets, equipment and aerials and to enter into contracts with Water Boards or other relevant body or authority for the supply of water and to enter into contracts for the painting and maintenance of the properties (whether or not the said properties shall belong to the Company) and to enter into any other contracts or arrangements which may be beneficial to all or any of the residents.
- (8) To assume liability and responsibility for carrying out obligations in connection with the residents on such terms as may be thought expedient.
- (9) To carry out any other business which may seem to the Company capable of being conveniently or advantageously carried on in connection with any of the above, or which it may be advisable to undertake with a view to preserving, improving, managing, developing, rendering valuable or turning to account, any property, real or personal, belonging to the Company or in which the Company is interested.
- (10) To purchase, take on lease, exchange or otherwise acquire freehold and leasehold property or any interest in or over the same, and to develop and turn to account the same in any manner and in particular by letting on occupation, lease or agreement, and by advancing money to or entering into contracts and arrangements of all kinds with builders, residents or others.
- (11) To apply for, purchase, or by other means acquire and protect, prolong and renew any licences, protections and concessions or other rights which appear likely to be advantageous or useful to the Company.

- (12) To sell, let, lease, grant licences, easements and other rights over and in any manner dispose of or deal with the whole or any part of the property, undertaking, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and particular for a rent or rents, stocks, shares, debenture stock or other obligations of any company.
- (13) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on.
- (14) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the stocks, shares, securities of evidence of indebtedness or the right to participate in profits or other similar documents issued by any Government, authority, corporation or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange. Provided that the Company shall in no circumstances be empowered to carry on business as or to act as stock and share brokers of any kind.
- (15) To borrow and raise money in any manner and upon such terms and conditions as the Company may think fit.
- (16) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, rights and uncalled money.
- (17) To pay all preliminary expenses of the Company or any company in which this Company is or may contemplate being interested, including such preliminary expenses, all or any part of the costs and expenses of the owners of any business or property acquired by the Company.

- (18) To enter into any contract or arrangement with any company that may seem conducive to the Company's objects, or any of them, and to obtain from any such contracts, rights, grants, loans, privileges or concessions which the Company may think desirable to obtain, and to carry out, exercise and comply with the same.
- (19) To do anything by the Memorandum of Association authorised as principal, agent, contractor, trustee or otherwise and either alone or in conjunction with others.
- (20) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.
- (21) To achieve the abovementioned objects such that after making provision for suitable reserves and contingencies the Company makes neither a profit nor a loss.

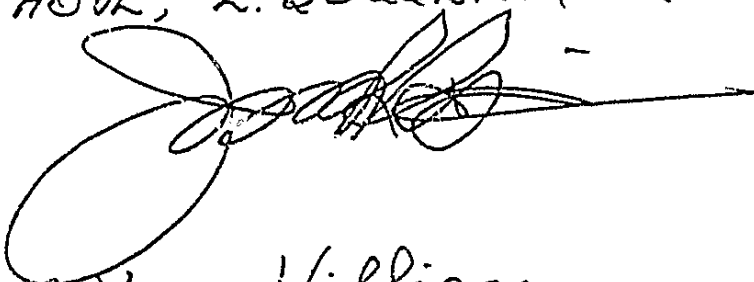
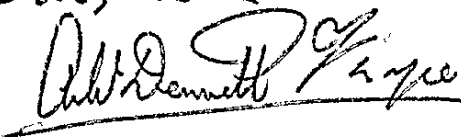
3B. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company provided that nothing in this clause shall prevent the payment in good faith of reasonable and proper remuneration to an officer or servant of the Company nor prevent the payment of interest at a rate not exceeding a reasonable market rate on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but that no director or member of the Company shall be appointed to any salaried office of the Company or to any office of the Company paid by fees.

And it is hereby declared (a) that the word "company" in this clause except where it is used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporate or unincorporate or whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or deemed merely subsidiary or auxiliary to any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £100.00) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves.

We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum.

Names and addresses of Subscribers	
Name Address Signature	<p>James Basil ROSAIR RMC HOUSE, SCHOOL ROAD, HOVE, E. SUSSEX. BN2 5HX</p> 
"	<p>Arthur William DENNETT - THORPE RMC HOUSE, SCHOOL ROAD, HOVE, E. SUSSEX. BN2 5HX</p> 

Dated this 4<sup>th</sup> day of June 1987

WITNESS to the above signatures:-

Joan or Rose  
RMC House  
School Road -  
Hove

see page 16

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

## Articles of Association

-of-

246 SOUTH COAST ROAD (PEACEHAVEN) LIMITED

### INTERPRETATION

1. In these regulations-

- "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- "the Estate" means any residential unit comprised in the premises mentioned in clause 3A of the Memorandum of Association.
- "dwellingholder" means the person who is or persons who are for the time being the Freeholder or Freeholders lessee or lessees of a dwelling abutting the Estate and so that whenever two or more persons are for the time being joint dwellingholders of a dwelling they shall for all purposes of these articles be deemed to constitute one dwellingholder.
- "month" means calendar month.
- "the seal" means the common seal of the Company.
- "the office" means the Registered Office of the Company.
- "secretary" means any person appointed to perform the duties of the secretary of the Company.
- "United Kingdom" means Great Britain and Northern Ireland.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

2. The Company is established for the purposes expressed in the Memorandum of Association.

#### MEMBERS

3. The Company proposes to be registered with members, but the directors may from time to time register an increase in members.
4. No person shall be admitted to membership of the Company other than the Subscribers to the Memorandum of Association, any person nominated by the said Subscribers to succeed him as a member or any subsequent nominee respectively as a member of the Company and all or any of the dwellingholders. The Company shall accept as a member of the Company every person who is or shall have become entitled to be admitted as a member and shall have signed the register of members or signed a written consent to become a member.
5. Each subscriber to the Memorandum of Association and any person so nominated as a member shall, unless he is himself a dwellingholder, cease to be a member as soon as the dwellingholders of all the dwellings comprised in the Estate have become members.
6. A dwellingholder may not resign as a member while he holds a legal estate in any dwelling whether alone or jointly with others.
7. A dwellingholder shall cease to be a member on the registration as a member of the successor in title to his dwelling.
8. If a member shall die or be adjudged bankrupt his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member provided that he or they shall for the time being be a dwellingholder.

#### GENERAL MEETINGS

9. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting at such time and place as may be specified by the Board, and shall specify the meeting as such in the notices calling it, provided that every

General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The directors may call General Meetings and, on the requisition of members pursuant to the provision of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

#### NOTICE OF GENERAL MEETING

12. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed,
  - (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - (b) 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 ninety five per cent of the total voting rights at the meetings of all the members.

The notice shall be given to all the members and to the directors and auditors.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

13. 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 the meeting.

## PROCEEDINGS AT GENERAL MEETINGS

14. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.
15. If such a quorum is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
16. The Chairman, if any, of the board of directors or in his absence some other director nominated by the director shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
17. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
18. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
19. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by the majority of members present in person and entitled to vote unless a poll is before or upon the declaration of a show of hands demanded by the chairman or by at least two members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority and an entry into the minute book of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.



20. A poll shall be taken as the chairman directs, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
21. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
22. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of an attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

23. Subject as herein otherwise provided, every member present in person or by proxy shall have one vote but until all the dwellings have been sold each member who is a Subscriber to this Memorandum of Association or person nominated to be a member under article 4 shall have ten votes each in respect of every dwelling for the time being remaining unsold.
24. On a show of hands or on a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation either under seal or under hand of an officer or attorney duly authorised.
26. A vote given in accordance with the terms of an instrument or proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
27. In the case of joint dwellingholders, the vote of the senior who renders a vote shall be accepted to the exclusion of the votes of the other joint dwellingholders; and for this purpose seniority shall be determined by the order in which their names stand in the register of members.

#### NUMBER OF DIRECTORS

28. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.
29. The first directors of the Company shall be as named in the statement delivered pursuant to Section 10 of the Act.
30. No person shall be eligible to be a director unless that person is also a member of the Company.

#### BORROWING POWERS

31. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and subject to the provisions of the Act and these Articles may issue debentures and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

#### POWERS OF DIRECTORS

32. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolutions, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.
33. The directors 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 directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors as far as they are capable of applying.

34. The members for the time being of the board of directors may act notwithstanding any vacancy in their body : provided always that in case the members of the board shall at any time be reduced in numbers to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as a board for the purpose of admitting persons to membership of the company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

35. The directors may from time to time adopt and make, alter and revoke bye-laws for the regulation of the Company provided such bye-laws are not repugnant to the Memorandum and Articles of Association. Any resolution of the directors for the adoption, making, alteration or revocation of such bye-laws shall be subject to confirmation by Special Resolution of the Company at the next Annual General Meeting and, if not so confirmed, shall cease to have effect at the conclusion of that meeting. All such bye-laws for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided or shall be varied or satisfied by a Special Resolution of the Company. No member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or any alterations or additions thereto, or having otherwise no notice of them.

#### DISQUALIFICATION OF DIRECTORS

36. The office of a director shall be vacated if:-

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is or may be suffering from mental disorder and either:-
  - (i) he is admitted to hospital in pursuance of an application for admission of treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960, or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his property or affairs; or

- (d) he resigns his office by notice to the Company; or
- (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.
- (f) he ceases to be a Member of the Company.

A director shall not vote in respect of any contract in which he is interested or any matters arising thereout and if he does so vote his vote shall not be counted.

#### ROTATION OF DIRECTORS

- 37. At the first Annual General Meeting all the directors shall retire from office, and at every subsequent Annual General Meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to rotation, he shall retire.
- 38. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last appointed directors on the same day those to retire shall (unless they agree among themselves) be determined by lot.
- 39. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
- 40. No person, other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless-
  - (a) he is recommended by the directors; or
  - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment, stating the particulars, which would, if he were so appointed or reappointed be required to be included in the Company's register of directors together with

notice executed by that person of his willingness to be appointed or reappointed.

41. 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.
42. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill 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 number of directors who are to retire by rotation at such meeting.
43. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any director before the expiration of his term of office notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claims such director may have for damages for breach of any contract of service between him and the Company.
44. The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 43 the Company in General Meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he was appointed was last elected a director.

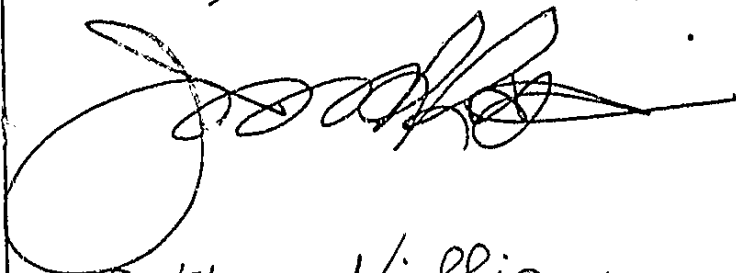
#### PROCEEDINGS OF DIRECTORS

45. The directors may 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 directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a 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 shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

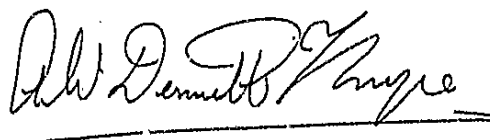
46. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.
47. The directors may appoint one or their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
48. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
49. 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 fifteen minutes after the time appointed for holding the same the members present may choose one of their number to be chairman of the meeting.
50. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of any equality of votes the chairman shall have a casting vote.
51. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and were qualified and had continued to be a director and had been entitled to vote.
52. A resolution in writing signed by all directors entitled to receive notice of a meeting of directors or of a committee of the directors, shall be as valid as if it had been passed at a meeting of the directors duly convened and held.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

James Basil ROSAIR  
RMC HOUSE, SCHOOL ROAD,  
HOVE, E. SUSSEX. BN3 5HX



Arthur William  
DENNETT-THORPE  
RMC HOUSE, SCHOOL ROAD,  
HOVE, E. SUSSEX. BN3 5HX.



D A T E D the 4<sup>th</sup> day of June, 1987.

WITNESS to the above Signatures :-

Jean M. Rose  
R.M.C. House  
School Road  
Hove

**FILE COPY**



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

No. 2176009

I hereby certify that

**246 SOUTH COAST ROAD (PEACEHAVEN) LIMITED**

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

Given under my hand at the Companies Registration Office,  
Cardiff the 9 OCTOBER 1987

  
an authorised officer