

We hereby certify this to be a true and complete copy of the original
Winward Fearon
Winward Fearon

05077905
Company Number: 5151204

WF

WRITTEN RESOLUTION
of
MEADOWSIDE FREEHOLD LIMITED

We, the undersigned, being the sole Members of the above named Company, HEREBY RESOLVE pursuant to Section 381A of the Companies Act 1985 that the following Special Resolution be passed as a Written Resolution of the Company:

THAT the Articles of Association of the Company are hereby deleted and replaced in their entirety with the New Articles of Association attached hereto.

[Signature]
.....
A. Simon [Signature]
.....

13th October 2006
.....
DATED

A45 *AUY8SKBY* 197
COMPANIES HOUSE 07/11/2006
A05 *ADKDLJYZ* 113
COMPANIES HOUSE 25/10/2006

We hereby certify this
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complete copy of
the original
Winward Fearon
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Company Number: 5077905

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION OF

MEADOWSIDE FREEHOLD LIMITED

(Passed by Special Resolution dated 13th October 2006)

1. PRELIMINARY

1.1 The Regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (SI) 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

1.2 In these Articles:-

"the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force;

"the Building" Meadowside, Cambridge Park, Twickenham, TW1 2JQ;

"Dwelling" means any residential flat maisonette or unit comprised in the Building (let on a 999 Year Lease);

"Dwellingholder" means the person or persons in whom the 999 Year Lease is vested from time to time and so that whenever two or more persons are for the time being Dwellingholders of a Dwelling they shall for all purposes of these Articles of Association be deemed to constitute one Dwellingholder.

- "Existing Lease" means any lease of a Dwelling existing at the date that the 999 Year Lease of that Dwelling is granted and is noted as a subsection in that 999 Year Lease
- "Rents" means any rents service charges or other sums due by the Dwellingholder to the Company pursuant to the terms of the 999 Year Lease
- "999 Year Lease" means a 999 year lease of a Dwelling granted by the Company to a Dwellingholder

2. ALLOTMENT AND TRANSFER OF SHARES

- 2.1 The subscribers to the Memorandum of Association of the Company shall be duly registered as Members of the Company in respect of the shares for which they have subscribed. A subscriber may transfer any shares subscribed by him to a person nominated by him in writing to succeed him as a Member and any such person (other than a Dwellingholder) so nominated shall have the same power to transfer the share as if he had himself been a subscriber. Personal representatives of a deceased subscriber or of any successor so nominated by him shall have the same rights of transfer.
- 2.2 Save as aforesaid, no share shall be allotted or transferred to any person who is not a Dwellingholder. Each Dwellingholder shall be the owner of the shares and if a Dwellingholder owns more than one Dwelling he may also own those shares allocated in respect of the other Dwelling or Dwellings. A Dwellingholder shall not be entitled to dispose of his shareholding in the Company allocated to a particular Dwelling while holding, whether alone or jointly with others, a legal estate in that Dwelling.
- 2.3 In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.4 Subject as provided in paragraph 2.2 above the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- 2.5 If any Member of the Company who is a Dwellingholder parts with all interest in the Dwelling or Dwellings held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his death, his legal personal representative or representatives, or in the event of his bankruptcy, his trustee in bankruptcy shall transfer his shareholding in the Company to the person or persons who become the Dwellingholder of such Dwelling or Dwellings.
- 2.6 Each subscriber to the Memorandum of Association and any person becoming a Member as a result of a nomination under Article 2.1 shall, if not

himself a Dwellingholder, offer his shareholding in the Company to the Company as soon as Dwellingholders for all the Dwellings have become Members. The Company shall:-

- 2.6.1 subject to the provisions of the Act, purchase such shareholding in which case the Member concerned shall execute all such documents (including any contract required under Section 164 of the Act) and do all such acts and things as may be necessary in order to enable the Company to comply with the Act and effect such purchase; or
- 2.6.2 direct the Member concerned to transfer his shareholding to some other Dwellingholder or Dwellingholders in which case the Member concerned shall execute a share transfer in respect of his shareholding as appropriate and deliver the same to the Company PROVIDED that the sanction of a Special Resolution shall be required for any such transfer where the proposed transferee or transferees already hold one share of the Company in respect of each of their Dwellings.
- 2.7 The price to be paid on the transfer of every share under this Article shall, unless (in the case of a transfer made pursuant to Article 2.6 above) the transferor and transferee otherwise agree, be its nominal value.
- 2.8 If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy) refuses or neglects to transfer it or offer it for purchase in accordance with this Article, one of the Directors, duly nominated for that purpose by a Resolution of the Board, shall be the attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder or (as the case may be) any documentation as is referred to in Article 2.6 above; and the Company may give a good discharge for the purchase money and (in the case of a transfer) enter the name of the transferee of the said share in the Register of Members as the holder thereof.
- 2.9 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 of the Company, provided he or they shall for the time being be a Dwellingholder.
- 2.10 The Directors shall refuse to register any transfer of shares made in contravention of all the foregoing provisions of these Articles, but otherwise shall have no power to refuse to register a transfer.
- 2.11 Regulation 24 in Table A shall not apply to the Company.

3. SHARES

- 3.1 The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

- 3.2 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4. GENERAL MEETINGS AND RESOLUTIONS

- 4.1 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 4.2 Fifteen members present in person or by proxy shall be a quorum. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- 4.3 Regulation 41 in Table A shall not apply to the Company.
- 4.4 Resolutions under Section 303 of the Act for the removal of a Director before the expiration of his period of office and under Section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in General Meeting.
- 4.5 A Member present at a meeting by proxy shall be entitled to speak at the meeting.
- 4.6 Unless resolved by ordinary resolution that Regulation 62 in Table A shall apply without modification, the appointment of the proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the Directors may be deposited or received at the place specified in Regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

5. VOTES OF MEMBERS

- 5.1 Save as provided in Article 14 every Member present in person or by proxy or, being a corporation, present by a duly authorised representative at a General Meeting shall have one vote per share vested in such Member.
- 5.2 Regulation 54 in Table A shall not apply to the Company.
- 5.3 A member shall not be entitled to vote (but shall still count towards the quorum if present) at any general meeting or sign a written resolution for so long as any moneys in respect of Rents owing by him and demanded by the Company remain unpaid for 28 days.

6. APPOINTMENT OF DIRECTORS

- 6.1 Regulation 64 in Table A shall not apply to the Company.
- 6.2 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company but in default of any such determination there shall be a maximum number of seven Directors and the minimum number of Directors shall be three.
- 6.3 At each and every annual general meeting all the Directors shall retire from office. If the company at the annual general meeting does not fill the vacancies the retiring Director or Directors shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or vacancies or unless a resolution for the reappointment of the Director or Directors is put to the meeting and lost.
- 6.4 The company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- 6.5 Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 6.6 Regulation 44 in Table A shall not apply to the Company.
- 6.7.1 Save as provided in Article 14 a Dwellingholder shall be entitled (for each Flat in their ownership) to nominate one person (including themselves if the Dwellingholder is a sole individual or one of them if two or more persons are for the time being Dwellingholders) to be a Director and if they shall notify the Company in writing to that effect the Directors from time to time shall as soon as practicable appoint that person as a Director
- 6.7.2 The persons who are deemed to have been appointed as the first Directors of the Company on incorporation pursuant to Section 13(5) of the Act may appoint successor Directors. Each Director so appointed shall, if not himself a Dwellingholder, resign his Directorship as soon as sufficient Dwellingholders to comprise a quorum at a meeting of the Directors have been appointed.

7. BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property 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.

8. ALTERNATE DIRECTORS

- 8.1 Any Dwellingholder may appoint an alternate Director and may remove from office an alternate Director so appointed by him and Regulation 65 of Table A shall be modified accordingly.

8.2 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.

8.3 A Director, or any other Member approved by resolution of the Directors and willing to act, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

9. DISQUALIFICATION OF DIRECTORS

The office of a Director shall be vacated if he ceases to be a Member of the Company and, in respect of Directors appointed pursuant to Articles 6.8 and 6.9, on written instruction from the relevant Dwellingholder, and, in respect of Directors appointed pursuant to Article 6.10, when sufficient Directors have been appointed. Regulation 81 in Table A shall be modified accordingly.

10. GRATUITIES AND PENSIONS

10.1 The Directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

10.2 Regulation 87 in Table A shall not apply to the Company.

11. PROCEEDINGS OF DIRECTORS

11.1 When three or more Directors shall have been first been appointed, unless otherwise determined by ordinary resolution the number of Directors shall be not less than three and shall not be more than seven.

11.2 When three or more Directors shall have been first appointed, unless otherwise determined by ordinary resolution, the quorum for the transaction of the business of the Directors shall be three.

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

11.2 Each Director shall comply with his obligations to disclose his interest in contracts under Section 317 of the Act.

11.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

- 11.4 A Director shall not be entitled to vote (but shall still count towards the quorum if present) at any meeting of the Directors or sign a written resolution for so long as any moneys in respect of Rents presently owing by him and demanded by the Company remain unpaid for 28 days
- 11.5 Notice of a meeting of the Directors shall be deemed to have been properly given to a Director if it is given to him in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.
- 11.6 Table A shall be further modified as follows:
- 11.6.1 in regulation 37 the words "within the United Kingdom" shall be deleted;
- 11.6.2 in regulation 112 the words "(or to such other address, whether within or outside the United Kingdom, as he may supply to the Company for that purpose)" shall be inserted after "registered address";
- 11.6.3 regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

12. THE SEAL

If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

13. INDEMNITY

- 13.1 Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

13.2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

13.3 Regulation 118 in Table A shall not apply to the Company.

14. SPECIAL PROVISIONS RELATING TO DWELLINGHOLDERS OWNING 999 LEASES SUBJECT TO EXISTING LEASES

14.1 Where at any time a Dwellingholder holds a share in respect of a 999 Year Lease subject to an Existing Lease the Dwellingholder shall not be entitled:

14.1.1 to any vote at a General Meeting in respect of such shares;
and

14.1.2 to nominate a Director in respect of such shares

14.2 For the avoidance of doubt Article 14. shall cease to apply from the date that a 999 Year Lease is assigned to the tenant of the Existing Lease and the term of the Existing Lease is merged and extinguished in the 999 Year Lease

14.2 Articles 5.1 and 6.5.1 shall be construed accordingly.