

**The Companies Act 1985 - 2006**

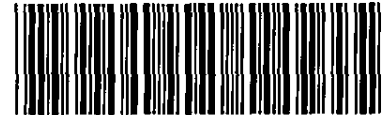
**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

of

**LONGDON ESTATES LIMITED**

WEDNESDAY



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29/10/2008

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COMPANIES HOUSE

(Adopted by a Special Resolution passed on 12<sup>th</sup> September 1991 and amended by a Special Resolution passed on 15 October 2008)

**PRELIMINARY**

1. (A) The Regulations contained or incorporated in Table A of the Companies Table A to F) Regulations 1985 and the Companies (Tables A to F) Regulations 1985, and the Companies (Tables to F) (Amendment) Regulations 1985, other than Regulations 40 and 41, 94 and 95, shall subject to the modifications hereinafter expressed, apply to the Company and together with the regulations hereinafter contained, shall constitute the Articles of Association of the Company.
- B) In Regulation 1 of Table A "execution" includes both signature under hand and execution under seal.
- (C) Words and expressions which are defined in Table A have the same meanings when used in these Articles and reference to "Regulations" means the regulations contained in Table A.

**PRIVATE COMPANY**

2. The Company is a private company and accordingly the provisions of Section 170 of the Financial Services Act 1986 shall apply to the Company.

**SHARE CAPITAL**

3. (A) The authorised share capital of the Company at the date of the adoption of these Articles is £50,000 divided into 50,000 Ordinary Shares of £1.00 each\*.

\* The Company was incorporated with an authorised share capital of £10,000 divided into 10,000 shares of £1 each and by an ordinary resolution passed on 23 October 1964, the Company increased its share capital to £50,000 by the creation of 40,000 new share of £1 each.

- (B) For the purposes of Section 80 of the Act and subject to the provisions of Article 4, the Directors are hereby generally and unconditionally authorised at any time or times from the date of the adoption of these Articles to allot relevant securities of the Company (as defined in the said Section) up to the amount of the authorised but unissued share capital of the Company at the date of any such allotment provided that the authority hereby given may, subject to the Act, be revoked or varied by the Company at any time by Ordinary Resolution

#### ALLOTMENT OF SHARES

4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares or other securities, all shares or other securities shall be issued to such persons and upon such terms and conditions and with such rights, priorities, privileges or restrictions as the Resolution creating or issuing such shares or other securities and/or effecting the increase in the authorised share capital of the Company shall prescribe but, in the absence of any such prescription, all shares or other securities whether forming part of the existing or any increased capital or other securities shall be at the disposal of the Directors who may issue them, subject to Section 80 of the Act, to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit. Accordingly, and in accordance with Section 91 of the Act, Sections 89(1) and 90(1) - (6) inclusive of the Act shall not apply to the Company.
5. No shares shall be issued to any infant, bankrupt or person suffering from mental disorder (as that expression is used in Regulation 81(c)).

#### LIEN

6. The lien conferred by Regulation 8 shall extend also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, (whether solely or jointly with any other person and whether he shall be the shall be one of several joint holders) and shall be a first and paramount lien for all moneys and liabilities owed to the Company whether presently due and payable or not.

#### FORFEITURE

7. The liability of any member in default of payment of a call shall if the Directors, also include any costs and expense suffered or incurred by the company in respect of such non-payment and Regulations 18 and 21 shall be amended accordingly.

#### TRANSMISSION OF SHARES

8. The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within 30 days of the date of such notice the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with and Regulation 31 shall be modified accordingly.

## TRANSFER OF SHARES

- 9 (A) Except as provided in this Article and Articles 11 and 12 no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred have been exhausted.
- (B) Every member or any person who intends to transfer shares (in this Article called "the Vendor") shall give notice in writing to the Directors of his intention. Such notice shall constitute the Directors his agent for the sale of the said shares in one or more lots of the discretion of the Directors to members of the Company at a price to be agreed upon by the Vendor and the Directors, or, in the case of disagreement between the Vendor and the Directors at the price which the Auditors of the Company for the time being shall certify in writing to be in their opinion the fair selling value thereof as between a willing vendor and a willing purchaser and in so certifying the Auditors shall be considered to be acting as experts and not as arbitrators.
- (C) Upon the price being fixed or agreed as aforesaid the Directors shall forthwith give notice to all members of the Company, other than the Vendor, of the number and the price of the shares to be sold and invite each of them to state in writing within 21 days from the date of the said notice whether he is willing to purchase any, and, if so, what maximum number of the said shares
- (D) At the expiration of the said 21 days the Directors shall allocate the said shares to or amongst the member or members who have expressed his or their willingness to purchase aforesaid, and (if more than one) so far as may be pro rata according to the number of shares already held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the Vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers, and if he makes default in so doing, the Directors may receive and give a good discharge for the purchase money on behalf of the Vendor and authorise any one of their number to sign a transfer or transfers on behalf of the Vendor and enter the name of each purchaser in the register of members as holder of the said shares purchased by him.
- (E) In the event of the whole of the said shares not being sold under Article 9(B) the Vendor may at any time within 6 calendar months after the expiration of the said 21 days transfer the shares not so sold to any person subject to the provisions of Article 10 hereof.
- (F) The foregoing provisions of this Article 9 shall not apply to a transfer made solely for the purpose of effecting an appointment of new trustee, nor to a transfer by executors or administrators to a beneficiary under the will of, or to the husband, wife or next-of-kin, of a deceased member, nor to a transfer by a trustee to a beneficiary, provided that it is provided to the satisfaction of the Board that the transfer bona fide falls within one of these exceptions.
- (G) Paragraphs (A), (B), (C), (D), and (E) of this Article 9 shall not apply to a transfer of shares to the Company pursuant to Article 12 except to the extent provided in that Article.

10. Subject to Article 11, no transfer of any share (whether or not it is a fully paid share) in the capital of the Company to any person not already a member of the Company shall be to a person not already a member of the company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give such sanction. The Directors may also decline to register any transfer of any shares over which the Company has a lien. The Directors shall decline to register any transfer or any share, whether or not it is a fully paid share, other than a transfer made pursuant to Article 9, 10, 11 or 12. Regulation 24 of Table A shall not apply to the Company.

11. Notwithstanding anything contained in Articles 9 and 10 or otherwise in these Articles, any member may transfer any or all of his shares in the capital of the Company to.

- (A) Mrs. C.S. Carter; or
- (B) any lineal descendant of Mrs. C. S. Carter; or
- (C) any spouse of any lineal descendant of Mrs. C. S. Carter; or
- (D) the trustees of any trust for the sole benefit of any lineal descendant of Mrs. C. S. Carter.

without restriction as to price or otherwise and (in the case of paragraphs (B), (C), or (D) above) whether or not such transferee is alive at the date of adoption of this Article.

12. (A) Subject to the provisions of the Act the Company may purchase its own shares (including any redeemable shares) and as long as it is a private company may make payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

(B) If the Directors receive from any member or other person a notice pursuant to paragraph (B) of Article 9 they may, instead of complying with the provisions of paragraphs (C), (D) and (E) of that Article, resolve that, subject to the compliance by the Company with the statutory requirements for the time being relating to the purchase by the Company of its own shares and to the obtaining by the Company of any taxation clearance it may consider desirable or necessary in relation thereto, the Company shall purchase the shares the subject of such notice at a price to be ascertained as provided by the said paragraph (B) of Article 9.

(C) If at any time after the passing of a resolution of the Directors pursuant to paragraph (B) of this Article the Directors further resolve that for any reason the Company is unable to proceed with the purchaser of the said shares they shall forthwith comply with the provisions of paragraphs (C), (D) and (E) of Article 9 and the resolution of the Directors passed pursuant to paragraph (B) of this Article shall be of no effect.

13. (A) Forthwith upon:

- (1) any person becoming entitled to a share otherwise than pursuant to Articles 4, 9 or 11; or
- (2) any Member becoming bankrupt or insolvent or making any arrangement or composition with his or its creditors generally; or
- (3) any Member becoming a patient within the meaning of the Mental Health Act 1983 (or any modification or reenactment thereof); or
- (4) the assignment or aborted assignment of the beneficial ownership of or the creation of any trust, charge, option, lien (other than in favour of the Company) or other encumbrance over or affecting any share or shares held by any Member other than in accordance with Articles 9, 10 or 11.

such Member or person shall forthwith give to the Company notice in writing of that fact and if that Member or person shall fail to give such notice the Directors may give such notice on his behalf and any such notice (by whomsoever given in accordance with this Article) shall be deemed to be a Transfer Notice in respect of all the shares held by that Member or person and all the provisions of Article 9 above shall (*mutatis mutandis*) apply to such notice.

- (B) For the purpose of ensuring that a transfer of shares is duly authorised hereunder or that no circumstances have arisen whereby a Transfer Notice is required to be given hereunder the Directors may from time to time require any Member or a legal personal representative of any deceased Member or any person named as transferee in any transfer lodged for registration to furnish to the Company such information and evidence as the Directors may think fit regarding any matter which they deem relevant to such purpose including (but not limited to) the names, addresses and interests of all persons respectively having interests in the shares concerned. Failing such information or evidence being furnished to the satisfaction of the Directors within 7 days of the date of the request or if such information or evidence discloses that a Transfer Notice ought to have been given in respect of any shares the Directors shall be entitled to refuse to register the transfer in question or (if no transfer is in question) to give a Transfer Notice in respect of the shares concerned in which case all of the provisions of Article 9 shall apply thereto as so amended by paragraph (A) of this Article.
- (C) If in the opinion of the directors the foregoing provisions of this Article and the powers of the directors therein contained are not sufficient to prevent any person or persons other than Members and transferees of shares in each case permitted by these Articles from owning or controlling shares or interest therein in the capital of the Company the Directors may by notice in writing to the registered or last known address of the Member or Members whose shares are concerned direct that until further notice from the Directors
  - (1) any transfer of the relevant shares shall be void;
  - (2) no voting rights shall be exercisable in respect of the relevant shares;

- (3) no further shares shall be issued in right of the relevant shares or in pursuance of any offer made to the holder thereof;
- (4) except in a liquidation, no payment shall be made of any sums due from the Company on the relevant shares, whether in respect of capital or otherwise.

Whereupon and notwithstanding any other provisions of these Articles the quorum required for General Meetings and Meetings of Directors shall be reduced accordingly. The Directors may by similar notice remove or relax such restriction in whole or in any particular case at any time.

#### GENERAL MEETINGS

- 14. No business shall be transacted at any general 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, or a duly authorised representative of a corporation, shall be a quorum. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting if convened on the requisition of Members will be dissolved. In any other case, the meeting will stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will be dissolved.
- 15. At any General Meeting of the Company, a poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and sub-paragraphs (b) (c) and (d) of Regulation 46 shall be modified accordingly.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

- 16. Unless otherwise determined by Ordinary Resolution the minimum number of Directors shall be one and a sole Director shall have and exercise all the powers, duties and discretions conferred on or vested in the Directors by these Articles, and Regulations 64 and 89 shall be modified accordingly.
- 17. Subject as otherwise provided by these Articles, 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.
- 18. The Directors may also appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office until the next following Annual General Meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting he shall vacate office at the conclusion thereof.
- 19. In addition and without prejudice to the provisions of Section 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any Director before the

expiration of his period of office and may, if thought fit, by Ordinary Resolution appoint another person in his stead. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract or service between him and the Company.

#### POWERS AND PROCEEDINGS OF DIRECTORS

20. (A) The provisions of this Article shall apply in relation to the exercise of the power of the directors to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
- (B) In this Article 20:
- “authorise” means to authorise in accordance with section 175(5)(a) CA 2006 and “authorisation”, “authorised” and cognate expressions shall be construed accordingly;
- “conflicted director” means a director in relation to whom there is a conflicting matter;
- “conflicting matter” means a matter of the kind referred to in Article 20(A) (that is to say, a matter which would or might constitute or give rise to a breach of the duty of a director under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company).
- (C) The provisions of this Article apply without prejudice (and subject) to the provisions of section 175(6) CA 2006 and subject to the members resolving that authorisations may be given by the directors. Nothing in these Articles shall invalidate an authorisation.
- (D) A conflicted director seeking authorisation of his conflicting matter shall disclose to the directors the nature and extent of his conflicting matter as soon as is reasonably practicable. The conflicted director shall provide the directors with such details of his conflicting matter as are necessary for the directors to decide how to address the conflicting matter, together with such additional information as may be requested by the directors.
- (E) Any director (including the conflicted director) may propose that a conflicted director’s conflicting matter be authorised. Such proposal, and any authorisation given by the directors, shall be effected in the same way as any other matter may be proposed to and resolved upon by the directors under of the provisions of these Articles, save that:
- (1) the conflicted director and any other interested director shall not count towards the quorum nor vote on any resolution giving such authorisation; and
  - (2) the conflicted director and any other interested director may, if the directors so decide, be excluded from any meeting of the

directors while the conflicting matter and the giving of such authorisation are under consideration.

- (F) Where the directors authorise a conflicted director's conflicting matter:
- (1) the directors may (whether at the time of giving the authorisation or subsequently):
    - (a) require that the conflicted director is excluded from the receipt of information, the participation in discussions and/or the making of decisions (whether at meetings of the directors or otherwise) related to the conflicting matter; and
    - (b) impose on the conflicted director such other terms or conditions for the purpose of dealing with any actual or potential conflict of interest which may arise from the conflicting matter as they may determine;
  - (2) the conflicted director will be obliged to conduct himself in accordance with any terms or conditions imposed by the directors pursuant to the authorisation;
  - (3) the directors may provide that, where the conflicted director obtains (otherwise than through his position as a director) information that is confidential to a third party, the conflicted director will not be obliged to disclose the information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;
  - (4) the terms of the authorisation shall be recorded in writing (but the authorisation shall be effective whether or not the terms are so recorded); and
  - (5) the directors may revoke or vary the authorisation at any time but this will not affect anything done by the conflicted director prior to such revocation in accordance with the terms of the authorisation.

A conflicted director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the Company for any benefit which he (or a person connected with him) derives from a conflicting matter authorised by the directors and no transaction or arrangement shall be liable to be avoided on the grounds of any such benefit.

A director who has directly or indirectly an interest or a duty in a matter which is material and which conflicts or may conflict with the interests of the Company may, notwithstanding his interest or duty, vote on the matter and be included for the purposes of a quorum at any meeting at which the matter is considered provided that:

- (1) he has disclosed the nature and extent of his interest or duty giving rise to his conflict of interest; and



- (2) where his conflict of interest is constituted by or arises from a conflicting matter of his, that conflicting matter has been authorised and the director has not been required to be excluded from participation in discussions and/or the making of decisions related to the matter.

Compliance with sections 177 and 182 CA 2006 shall be sufficient disclosure by a director for the purpose of Regulations 85 and 86.

If a question arises at a meeting of the directors about whether a director (other than the chairman of the meeting) has an interest which is likely to give rise to a conflict of interest or if he can vote or be counted in the quorum, and the director does not agree to abstain from voting on the issue or not to be counted in the quorum, the question must be referred to the chairman of the meeting. The ruling of the chairman of the meeting about any other director is final and conclusive, unless the nature or extent of the director's interest (so far as it is known to him) has not been fairly disclosed to the directors. If the question arises regarding the chairman of the meeting, the question shall be decided by a resolution of the directors. The chairman of the meeting cannot vote on the question but can be counted in the quorum. The directors' resolution about the chairman of the meeting is conclusive, unless the nature and extent of the chairman's interest (so far as it is known to him) has not been fairly disclosed to the directors. Regulation 98 shall be modified accordingly.

The Company may by ordinary resolution ratify any transaction or arrangement which has not been properly authorised by reason of a contravention of these Articles.

For the purposes of Regulation 85 and this Article 20:

- (1) an interest or duty is "material" unless it cannot reasonably be regarded as likely to give rise to a conflict of interest; and
  - (2) a "conflict of interest" includes a conflict of interest and duty and a conflict of duties.
21. The Directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been Directors of, or who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the Directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers and Regulation 87 does not apply to the Company.
  22. The Directors shall be entitled to such remuneration (if any) by way of fees salary or otherwise as shall from time to time be determined by resolution of the Directors and the Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties and Regulations 82, 83 and 84 shall be amended accordingly.

23. Any Directors who, by request of the Directors, performs special services for any purpose of the Company which in the opinion of the Directors is outside the normal scope of such Director's duties shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine, which shall be charged as part of the Company's ordinary revenue expenses.
24. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

#### BORROWING POWERS

25. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof without limit and to issue debentures and other securities whether outright or as security (principal or collateral) for any debt liability or obligation of the Company or of any third party.

#### ALTERNATE DIRECTORS

26. The following provisions apply to the Company by way of variation of Regulations 65 to 69 inclusive:-
  - (A) The appointment of an alternate Director shall automatically terminate on the happening of any event which, if he were a Director, would cause him to vacate the office of Director or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same Meeting;
  - (B) An alternate Director shall be repaid by the Company such expenses as might properly be repaid to him if he had been a Director. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director;
  - (C) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at Meetings of the Directors or 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 and Regulation 88 shall be modified accordingly

#### NOTICES

27. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice to a Director need not be in writing
28. In Regulation 112 the words "or by telex or facsimile transmission" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a prepaid envelope". The provisions of Regulation 112 as so varied shall (mutatis mutandis) apply also to notices to Directors.

29. Where a notice is sent by first class post, service of the notice, shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 4 hours after the letter containing the same is posted.