

**G**

COMPANIES FORM No. 12

2188028

**12****Statutory Declaration of compliance  
with requirements on application  
for registration of a company**Please do not  
write in  
the margin

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

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

To the Registrar of Companies

For official use

For official use

Name of company

\* insert full  
name of company**\* THE PARLIAMENT PLACE MANAGEMENT COMPANY  
LIMITED**I, KEITH RICHARD WHYMAN  
of ADDINGTON HOUSE, 73 LONDON STREET, READING  
BERKSHIRE RG1 4QB† 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 74/76 London StreetReading in the Countyof Berkshirethe 22<sup>nd</sup> day of SeptemberOne thousand nine hundred and eighty sevenbefore me W. D. Taylor

Declarant to sign below



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

W. D. TAYLOR LL.B.  
SOLICITOR  
74-76 LONDON STREET,  
READING RG1 4SP

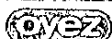
Presenter's name address and  
reference (if any):

MESSRS BRAIN AND BRAIN  
ADDINGTON HOUSE  
73, LONDON STREET  
READING,  
BERKSHIRE  
RG1 4QB (REF: LPK)

For official Use  
New Companies Section

Post box

COMPANIES REGISTRATION  
20 OCT 1987  
M OFFICE 3



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscott Street, London SE1 5TS

486 B'HAM  
5017173  
\*\*\*



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

12

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

Please complete  
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bold block lettering

To the Registrar of Companies

For official use

For official use

Name of company

\* insert full  
name of Company

\* THE PARLIAMENT PLACE MANAGEMENT COMPANY  
LIMITED

I, KEITH RICHARD WHYMAN  
of ADDINGTON HOUSE, 73 LONDON STREET, READING,  
BERKSHIRE RG1 4QB

† 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 74/76 London Street  
Reading in the County  
of Berkshire  
the 22<sup>nd</sup> day of September  
One thousand nine hundred and 1987  
before me W. D. Taylor

Declarant to sign below

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

W. D. TAYLOR LL.B.  
SOLICITOR  
74-76 LONDON STREET,  
READING RG1 4SP

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

MESSRS. BRAIN AND BRAIN  
ADDINGTON HOUSE  
73, LONDON STREET  
READING,  
BERKSHIRE  
RG1 4QB (REF: CPK)

For official Use  
New Companies Section

Post room



**G**

COMPANIES FORM No. 10

**10****Statement of first directors  
and secretary and intended  
situation of registered office**Presented by  
20/10/87  
R. G. C. P. K.

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

Name of company

\* THE PARLIAMENT PLACE MANAGEMENT COMPANY LIMITED

\* If not a limited  
company

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

7 MAYDAY ROAD, THORNTON HEATH, SURREY

Postcode CR4 7XA

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

MESSRS. BRAIN &amp; BRAIN

ADDINGTON HOUSE, 73 LONDON STREET, READING, BERKSHIRE

Postcode RG1 4QB

Number of continuation sheets attached (see note 1)

Presentor's name address and  
reference (if any):  
MESSRS. BRAIN & BRAIN  
ADDINGTON HOUSE  
73 LONDON STREET  
READING, BERKSHIRE  
RG1 4QB (REF: CPK)For official Use  
General Section

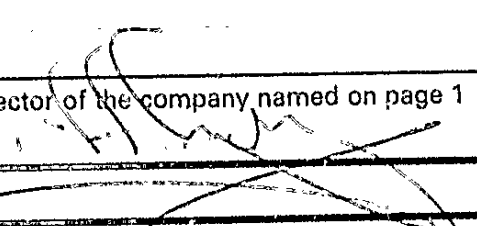
Post room

COMPANIES REGISTRATION  
20 OCT 1987  
M OFFICE 3

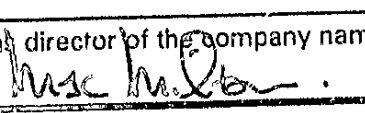
95

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) <b>IVAN SEYMOUR LLYONS</b>		Business occupation <b>COMPANY DIRECTOR</b>
Previous name(s) (note 3) <b>NONE</b>		Nationality <b>BRITISH</b>
Address (note 4) <b>55 BICKNEY WAY, FETCHAM LEATHERHEAD, SURREY</b>		Date of birth (where applicable) (note 6) <b>N/A</b>
Postcode		
Other directorships † <b>SEE LIST ATTACHED</b>		
I consent to act as director of the company named on page 1		
Signature 		Date <b>10<sup>th</sup> September 1987</b>

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

Name (note 3) <b>MICHAEL JOHN COLIN MILTON</b>		Business occupation <b>CHARTERED SECRETARY</b>
Previous name(s) (note 3) <b>NONE</b>		Nationality <b>BRITISH</b>
Address (note 4) <b>5 HURST WAY, SOUTH CROYDON, SURREY</b>		Date of birth (where applicable) (note 6) <b>N/A</b>
Postcode <b>CR2 7AP</b>		
Other directorships † <b>NONE</b>		
I consent to act as director of the company named on page 1		
Signature 		Date <b>10<sup>th</sup> September 1987</b>

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

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) <b>MICHAEL JOHN COLTN MILTON</b>	
Previous name(s) (note 3) <b>NONE</b>	
Address (notes 4 & 7) <b>5 HURST WAY, SOUTH CROYDON, SURREY</b>	
Postcode	<b>CR2 7AP</b>
I consent to act as secretary of the company named on page 1	
Signature <i>Michael Milton</i>	Date <b>10<sup>th</sup> September 1987</b>

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

<i>Stan and Brian</i>	
Signature of agent on behalf of subscribers	Date <b>10<sup>th</sup> September 1987</b>

Signed	Date
Signed	Date
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  
authorized to sign  
for them

COMPANY DIRECTORSHIPS

IVAN SEYMOUR LYONS

Directorships currently held:

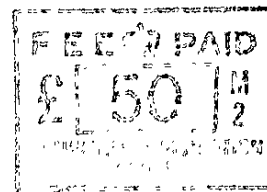
Balfour Beatty Homes Limited  
Roland Way Developments Limited  
Linnell Developments Limited  
The Bowers Meadow Management Company Limited  
The Granville Square Management Company Limited

Directorships resigned during the past 5 years:

Date Resigned:

Shepley Mews Management Company Limited	29.01.86
The Frenches Farm Management Company Limited	12.12.86
Capel Walk (Penge) Management Company Limited	02.07.87
Askham & Syon Lodges Management Company Limited	24.07.87

2188028/AES



THE COMPANIES ACT 1985

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

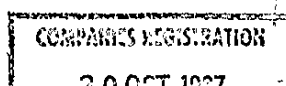
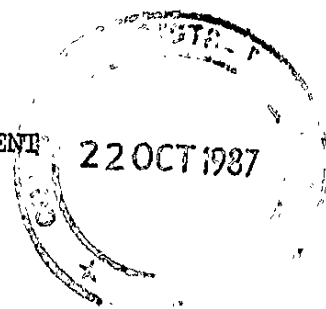
THE PARLIAMENT PLACE MANAGEMENT COMPANY LIMITED

1. The name of the Company is "THE PARLIAMENT PLACE MANAGEMENT COMPANY LIMITED"
2. The registered office of the Company will be situate in England
3. The objects for which the Company is established are:-

(A) To enter into transfers subject to estate rentcharges of individual plots and/or properties and the buildings erected or to be erected to be known as the development at Badger Farm Winchester Hants (registered at H.M. Land Registry under Title Number HP 267277 (hereinafter referred to as "the development"))

(B) To enter into an agreement or agreements relating to the future management of the Badger Farm, Winchester development

(C) To enter into an assignment or assignments of the benefit of rentcharges charged on the freehold part or parts of the development



NW  
£50  
20 OCT 1987

and/or a transfer of the freehold or parts of the development and to hold any part or parts or interests in the same as an investment for members of the Company

(D) To collect the income of the property and to apply the same in the proper and convenient arrangement thereof including (but without prejudice to the generality of the foregoing) the matters recited in paragraph (E)

(E) To keep in repair rebuild maintain and cleanse and procure the repair renewal maintenance and cleansing of all the common areas of the development and the common gas and water pipes drains and electrical and other cables and wires hedges parking bays estate roads footpaths and access ways including lighting of all such roads footpath and access ways and generally the whole of the property not included in the individual plots and the maintenance of policies of insurance against loss or damage by all risks covered by a normal comprehensive policy of insurance

(F) To make rules and regulations for the observance of members of the Company for the use and control of the property

(G) To borrow and raise money for the purpose of the company on such terms and on such security as may be thought fit

(H) To do all such other things as are incidental or conducive to the attainment of the above objects or are calculated to enhance the value and beneficial advantage of the property and the dwellings comprised in the building(s) thereon

4. The liability of the members is limited

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of



the debts and liabilities of the Company 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 such amount as may be required not exceeding £1.00

6. No person shall be admitted to Membership of the Company other than the subscribers hereto and (until completion of the transfer of the freehold referred to in paragraph 3(C)) persons nominated by the subscribers and persons in whom from time to time freehold properties (subject to rentcharges) erected on the development are vested.

Section 17 of the Companies Act 1985 shall not apply to this paragraph

We the several persons whose names and addresses are subscribed are  
desirous of being formed into a company in pursuance of this Memorandum  
of Association

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Names and Addresses of Subscribers

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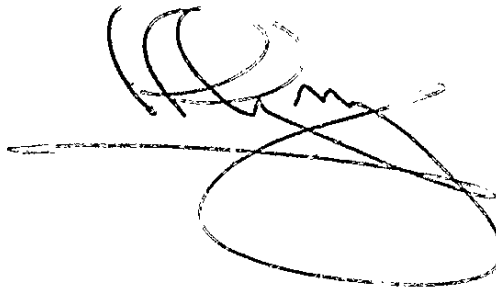
MICHAEL JOHN COLIN MILTON

7 MAYDAY ROAD,  
THORNTON HEATH,  
SURREY, CR4 7XA

*Michael*

IVAN BEYMOUR LYONS,

28 ADDISCOMBE GROVE  
CROYDON,  
SURREY, CR0 5LP



---

Dated this 10<sup>th</sup> day of September 1987

Witness to the above Signatures:-

KARYN MARJORIE WATTS *Karyn M. Watts*  
7 MAYDAY ROAD  
THORNTON HEATH  
SURREY CR4 7XA

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE PARLIAMENT PLACE MANAGEMENT COMPANY LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act

The Companies Act 1985

The Articles

These Articles of Association and the regulations of the Company from time to time in force

The Company

The above-named Company

The Board	The Board of Directors for the time being of the Company
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form
Owner	A person in whom is vested freehold property (subject to a rentcharge)
Nominated Member	A person who has prior to the completion of the transfer of the freehold referred to in paragraph 3(C) of the Memorandum of Association been nominated by the subscribers to be a member of the Company

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, and vice versa

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the Company, shall if not inconsistent with the subject or context, bear the same meanings in the Articles

2. The number of members (other than the subscribers and Nominated Members) with which the Company proposes to be registered is 33 but the Board may from time to time register an increase of members

3. The provisions of Section 352 of the Act shall be observed by the Company and every member of the Company shall either sign a written application or consent to become a member or sign the register of members on becoming a member

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

5. The subscribers to the Memorandum of Association Nominated Members and all owners who apply in writing for membership shall be members of

the Company. Where two or more persons are the freehold owners (subject to a rentcharge) they shall together constitute one member and the person whose name first appears on the register of members shall exercise the voting and other powers vested in such member

6.1 Until all of the owners become members and the transfers of the freehold referred to in paragraph 3(C) of the Memorandum of Association has been completed the owners shall not be entitled to exercise any voting rights conferred by these Articles

6.2 The subscribers to the Memorandum of Association and all Nominated Members shall cease to be members as soon as all of the owners have become members and the transfer of the freehold referred to in paragraph 3(C) of the Memorandum of Association has been completed

6.3 A member shall cease to be such on ceasing to be an owner and on the registration as a member of his successor in title. Subject as aforesaid no member shall cease to be a member of the Company

7. The trustee in bankruptcy of any bankrupt member or personal representative of any deceased member shall be entitled to become a member if, at the time of his application for membership, such bankrupt member or deceased member was an owner

## GENERAL MEETINGS

8. 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 as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General 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

9. All General Meetings, other than Annual General Meetings shall be called Extraordinary General Meeting

10. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 368 of the Act

11. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both for the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the

Auditors) as are under the Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the rights to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit

12 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

#### PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors

14. No business shall be transacted at a General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 17 members personally present shall be a quorum. Provided always that while the subscribers and/or Nominated Members continue to be members two members being the subscribers and/or Nominated Members shall constitute a quorum



15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum

16. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside

17. The Chairman may, with the consent of any 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 any adjourned meeting other than that specified for the meeting at which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, a notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three 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 had been carried, or carried unanimously or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in 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 of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

20. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote

22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded

#### VOIE OF MEMBERS

23. Subject as hereinafter provided, every member shall have one vote ✓

24. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, or in respect of his obligations to the Company under the Transfer of his house, shall be entitled to vote on any question either personally or by proxy or as a proxy for another member at any General Meeting

25. Votes may be given on a poll either personally or by proxy. Save as hereinafter provided on a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. A proxy need not be a member

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any and if none, then under the hand of some officer duly authorised in that behalf

27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of execution

28. A vote given in accordance with the terms of an instrument of 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 the death insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

#### BOARD OF DIRECTORS

29. Until otherwise determined by a General Meeting, the number of the Directors of the Company shall not be less than 3 nor more than 7

30. Notwithstanding Article 29 the first Directors of the Company shall be the subscribers to the Memorandum of Association and until the completion of the transfer of the freehold referred to in paragraph 3(C) of the Memorandum of Association Article 29 shall not apply

31. The Board may from time to time and at any time appoint any member of the Company as a Director of the Company either to fill a casual vacancy or by way of addition to the Board provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election

32. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a Director of the Company

#### POWERS OF THE BOARD

33. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company, all such acts as may be exercised and done by the Company and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the statutes for the time being in force and affecting the Company and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made

34. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the Directors of the Company shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the 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

#### SECRETARY

35. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

#### THE SEAL

36. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least one Director of the Company and of the Secretary or of at least two Directors of the Company, and the said Director and Secretary or the said Directors shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person

bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

#### DISQUALIFICATION OF DIRECTORS OF THE COMPANY

37. The office of a Director of the Company shall be vacated:-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors
- (B) If he becomes of unsound mind
- (C) If he ceases to be a member of the Company
- (D) If by notice in writing to the Company he resigns his office
- (E) If he ceases to hold office by reason of any order made under Sections 296 to 300 of the Act
- (F) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act

38. Section 293 of the Act shall not apply

#### ROTATION OF DIRECTORS OF THE COMPANY

39. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the Directors

of the Company for the time being or if their number is not a multiple of three then the number nearest to one-third, shall retire from office

40. The Directors of the Company to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the member to retire shall in the absence of agreement be selected from amongst them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Director of the Company shall be eligible for re-election

41. The Company may, at the meeting at which a Director of the Company retires in manner aforesaid, fill up the vacant office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost

42. No person not being a Director of the Company retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be



such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days

43. The Company may from time to time in General Meetings increase or reduce the number of Directors of the Company, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for affecting any such increase

44. In addition, and without prejudice to the provisions of Section 303 of the Act, the Company may by Extraordinary Resolution remove any Director of the Company before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

#### PROCEEDINGS OF THE BOARD

45. The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote

46. A Director of the Company may, and on the request of a Director of the Company the Secretary shall, at any time, summon a meeting of the

Board by notice served upon the several Directors of the Company. A Director of the Company who is absent from the United Kingdom shall not be entitled to notice of a meeting

47. The Chairman for the time being of the Company shall be the Chairman of the Board and shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside the Directors of the Company present shall choose one of their number to be Chairman of the meeting

48. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under regulations of the Company for the time being vested in the Board generally

49. The Board may delegate any of their powers to committees consisting of such Director or Directors of the Company as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meeting and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board

50. All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in the office and was qualified to be a Director of the Company

51. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

52. A resolution in writing signed by all the Directors for the time being of the Company or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted

#### ACCOUNTS

53. The Board shall cause proper books of account to be kept with respect to: -

(A) All sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;

(B) All sales and purchases of goods by the Company; and

(C) The assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Company and to explain its transactions

54. The books of account shall be kept at the office, or, subject to Section 383 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors of the Company

55. The books of account shall be open to the inspection of any members of the Company on reasonable notice

56. At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date). Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed

in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 241 of the Act

#### AUDIT

57. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors

58. Auditors shall be appointed and their duties, regulated in accordance with Sections 384 to 392 of the Act, the Directors of the Company being treated as Directors mentioned in those Sections

#### NOTICE

59. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members

60. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notice from the Company

61. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter

#### PRIVATE COMPANY

62. The Company is a Private Company and accordingly: -

(A) The Company shall not offer any of its shares (if and so long as the Company shall have any share capital) or any of its debentures to the public for subscription

(B) If and so long as the Company shall at any time have any share capital, the Board may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share of the Company

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Names and Addresses of Subscribers

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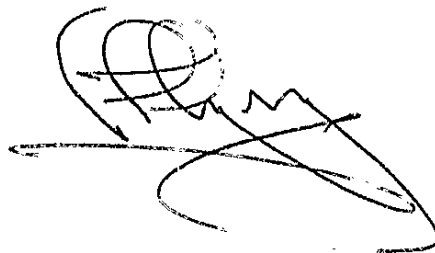
MICHAEL JOHN COLIN MILTON

7 MAYDAY ROAD  
THORNTON HEATH  
SURREY CR4 7XA.

*M. Milton*

IVAN SEYMOUR LYONS

28 ADDISCOMBE GROVE  
CROYDON  
SURREY CR0 5LP.



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Dated this 10<sup>th</sup> day of September 1987

Witness to the above Signatures:- WAREN MARJORIE WATTS  
7 MAYDAY ROAD  
THORNTON HEATH  
SURREY CR4 7XA

*Warren Marjorie Watts*

**FILE COPY**



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

No. 2188028

I hereby certify that

**THE PARLIAMENT PLACE MANAGEMENT COMPANY  
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 3 NOVEMBER 1987

A handwritten signature in dark ink, appearing to read 'D. M. Wilkie'.

**D. M. WILKIE**

an authorised officer