

(pursuant to Section 378 of the Companies
Act 1965)

LEECH HOMES (HUMBERSIDE) LTD

At an Extraordinary General Meeting of the members of the above named Company, duly convened and held at 2 Midland Bridge Road Bath Avon on the 18th October 1985 the following Special Resolution was passed

That the Articles of Association be altered by excluding clause 10 of Part 1 of Table A of the Companies Act 1948.

SIGNED... J.H. BENNETT -
Company Secretary
18th October, 1985.



COMPANY LIMITED BY SHARES

NEW
Articles of Association

OF

LEECH HOMES (HUMBERSIDE) LTD

(adopted by a Special Resolution passed on 17th December 1970)

PRELIMINARY

1. The regulations contained in Part I of Table "A" in the First Schedule to the Companies Act, 1948 as amended by the Companies Act 1967, (which Table is hereinafter called Table "A") shall apply to the Company save in so far as they are excluded or modified hereby. The regulations in Part I of Table "A" numbered 10, 24, 53, 77, 79, 87, 88 (A) and (F), 89, 90, 91, 92 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining regulations in Part I of Table "A", the following shall be the Articles of Association of the Company. The Regulations contained in Table A in the First Schedule of the Companies (Consolidation) Act 1908 shall not apply to the Company.

PRIVATE COMPANY

2. The Company is a private company, and accordingly the regulations contained in Part II of Table "A", except regulation 1 therein, shall apply to the Company.

SHARES

3. The share capital of the Company is £195,000 divided into 12,000 Preference shares of £1 each, and 183,000 Ordinary Shares of £1 each.

4. All shares for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

5. The lien conferred by regulation 11 in Part I of Table "A" shall attach to fully paid shares and to all shares registered in the name of any



person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

6. In regulation 15 of Part I of Table "A" the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

NOTICES

7. Every notice calling a General Meeting shall comply with the provisions of Section 136 (2) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS

8. Any such resolution in writing as is referred to in regulation 5 in Part II of Table "A" may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that regulation referred to.

PROCEEDINGS AT GENERAL MEETINGS

9. The following words shall be added to the end of Regulation 52 in Part I of Table "A" "and fixing the remuneration of Directors".

10. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in regulation 54 in Part I of Table "A".

11. It shall not be necessary to give any notice of an adjourned meeting and regulation 57 in Part I of Table "A" shall be construed accordingly.

12. A poll may be demanded by any Member present in person or by proxy and regulation 58 in Part I of Table "A" shall be modified accordingly.

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than seven and regulation 75 in Part I of Table "A" shall be modified accordingly.

14. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend and speak at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company and regulation 134 of Part I of Table "A" shall be modified accordingly.

15. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

16. 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 and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

17. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and regulation 84 in Part I of Table "A" shall be modified accordingly.

18. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and regulation 86 in Part I of Table "A" shall be modified accordingly.

19. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his Widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

20. A Director shall not retire by rotation and regulations 93, 94, 95, 96 and 97 in Part I of Table "A" shall be modified accordingly.

21. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

22. (A) Any Director may by writing under his hand appoint (1) Any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of

a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of Directors by rotation, if any Director so retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

23. Any such resolution in writing as is referred to in regulation 106 in Part I of Table "A" may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and regulation 106 in Part I of Table "A" shall be modified accordingly.

24. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

25. The Directors may from time to time appoint one or more of their body to be Managing Director or Joint Managing Directors of the Company or to hold such other Executive Office in the management of the business of the Company as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach

of any such service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (subject to the provisions of Article 26 hereof and without prejudice to any claim for damages any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall (without prejudice as aforesaid) ipso facto and immediately cease to be a Managing Director or such Executive Director.

26. A Managing Director or Executive Director holding office as such for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88 (e) of Table "A" shall be modified accordingly.