

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

of

ALLIED LONDON PROPERTY INVESTMENTS LIMITED

PRELIMINARY

- 1 Subject as hereinafter provided, the regulations in Table "A" (Part 1) in the First Schedule to the Companies Act 1948 shall apply to the Company, and a such Table is hereinafter referred to as Table "A"
- 2 The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly
  - (a) The right to transfer Shares is restricted in manner hereinafter provided
  - (b) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person
  - (c) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited
  - (d) The Company shall not have power to issue share warrants to bearer
  - (e) Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof
    - (1) where such transfer is in favour of a bank, lender or other financial institution or any nominee thereof or a purchaser of the shares from any of the aforementioned and the transfer has become exercisable as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the relevant bank, lender or financial institution, or
    - (2) where such transfer is executed by or on behalf of a bank, lender or other financial institution or any nominee thereof (whether by a receiver, any delegate or sub-delegate of the party to whom such security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option,



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and a certificate by any officer of the bank, lender or other financial institution or any nominee thereof that the relevant transfer is within article 2(e)(1) or 2(e)(2) above shall be conclusive evidence of that fact

## SHARES

- 3 Subject to the provisions of Clause 2 hereof the 'Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit

## LIEN

- 4 The Company shall have lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share "and" other than fully paid Shares" shall be omitted, and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor

## CALLS ON SHARES

- 5 In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted

## TRANSFER AND TRANSMISSION OF SHARES

- 6 In Clause 22 of Table "A" the words 'except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act" shall be omitted
- 7 The following provision shall have effect and shall be added after Clause 23 of Table "A", viz -

23 (A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company Any share may, also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member

- 8 The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 7 hereof Clause 24 of Table "A" shall not apply

## CONVERSION OF SHARES INTO STOCK

- 9 Clauses 40 to 43 inclusive of Table "A" shall not apply

## GENERAL MEETINGS

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- 10 In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members"

#### PROCEEDINGS AT GENERAL MEETINGS

- 11 Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly
- 12 One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly
- 13 Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) Shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

#### DIRECTORS

- 14 Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz -

75 The number of Directors shall not be more than five, but the Company in General Meeting may reduce or increase this limit The first Directors shall be appointed by the Subscribers to the Memorandum and Articles of Association

#### POWERS AND DUTIES OF DIRECTORS

- 15 Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor

79 The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

#### DISQUALIFICATIONS OF DIRECTORS

- 16 Clause 88 of Table "A" shall not apply and the following Clause shall be substituted therefor -

88 The office of Director shall be vacated if the Director -

- (a) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification
- (b) Becomes bankrupt or suspends payment or compounds with his creditors
- (c) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948
- (d) Is found lunatic or becomes of unsound mind

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- (e) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office
- (f) Resigns his office by notice in writing to the Company

#### ROTATION OF DIRECTORS

- 17 In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted

#### PROCEEDINGS OF DIRECTORS

- 18 Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor -

106 A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be

#### INDEMNITY

- 19 Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, 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. This Article shall only have effect so far as its provisions are not avoided by the said Section
- 20 In Clause 126 of Table "A" after the words "157 of the Act" shall be added the words "and Sections 16 to 22 inclusive of the Companies Act 1967"

#### AUDIT

- 21 In Clause 130 of Table "A" the words "162 of the Act" shall be deleted and the words "161 of the Act and Sections 13 and 74 of the Companies Act 1967" shall be substituted therefor

#### SECRETARY

- 22 The first Secretary of the Company shall be FRANCIS ALBERT DEAN