

**FILE COPY**



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

Company No. 4122295

The Registrar of Companies for England and Wales hereby certifies that  
JARVIS HARPENDEN PROPERTIES LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 11th December 2000



\*N04122295C\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S   H O U S E**

HC007B



Companies House  
— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP000

4122295.

12

### Declaration on application for registration

#### Company Name in full

JARVIS HARPENDEN PROPERTIES LIMITED

I,

PAULINE ANNE PRESTON

of

115 NORTHBROOK ROAD, ILFORD, ESSEX, IG1 3BL

† Please 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 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

#### Declarant's signature

*Pauline Preston*

Declared at

20-22 Bedford Row, London, WC1

Day Month Year

On

05 12 2000

• Please print name.

before me •

DEAN ANDREW ROWLAND

Signed

*Dean Andrew Rowland*

Date

5th December 2000

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

PAULINE PRESTON, WARREN MURTON, SOLICITORS

23 BEDFORD ROW, LONDON WC1R 4EB

Tel 020 7404 5511

DX number 925 DX exchange LONDON/CHANCERY LANE



A49 COMPANIES HOUSE 0505 06/12/00

Form revised June 1998

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When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



**Companies House**

— for the record —

**Please complete in typescript,  
or in bold black capitals.**

**CHFP000**

Notes on completion appear on final page

# 10

## First directors and secretary and intended situation of registered office

**Company Name in full**

JARVIS HARPENDEN PROPERTIES LIMITED

**Proposed Registered Office**

JARVIS HOUSE

212 STATION ROAD

Post town

HARPENDEN

County / Region

HERTFORDSHIRE

Postcode

AL5 4EH

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

PAULINE PRESTON, WARREN MURTON, SOLICITORS

23 BEDFORD ROW, LONDON WC1R 4EB

Tel 020 7404 5511

DX number 925 DX exchange LONDON/CHANCERY LANE



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**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

**Company Secretary** (see notes 1-5)

Company name

JARVIS HARPENDEN PROPERTIES LIMITED

**NAME**

\*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

PAULINE ANNE

Surname

PRESTON

Previous forename(s)

Previous surname(s)

**Address**

115 NORTHBROOK ROAD

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

ILFORD

County / Region

ESSEX

Postcode

IG1 3BL

Country

ENGLAND

I consent to act as secretary of the company named on page 1

**Consent signature****Date**

4 DECEMBER 2000

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME**

\*Style / Title

\*Honours etc

Forename(s)

CLIVE JAMES GORDON

Surname

LEWIS

Previous forename(s)

Previous surname(s)

**Address**

7 FURZE HILL

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

PURLEY

County / Region

SURREY

Postcode

CR8 3LB

Country

ENGLAND

Day Month Year

**Date of birth**

3 0 0 7 1 9 3 2

**Nationality**

BRITISH

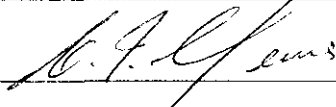
**Business occupation**

SOLICITOR

**Other directorships**

SEE LIST ATTACHED

I consent to act as director of the company named on page 1

**Consent signature****Date**

4 DECEMBER 2000

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>						
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text"/>								
	<b>Surname</b>	<input type="text"/>								
	<b>Previous forename(s)</b>	<input type="text"/>								
	<b>Previous surname(s)</b>	<input type="text"/>								
<b>Address</b>	<input type="text"/>									
<b>Usual residential address</b>	<input type="text"/>									
For a corporation, give the registered or principal office address.	<b>Post town</b>	<input type="text"/>								
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>						
	<b>Country</b>	<input type="text"/>								
	<b>Date of birth</b>	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>Nationality</b>	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	<b>Business occupation</b>	<input type="text"/>								
	<b>Other directorships</b>	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>						

**This section must be signed by**

***Either***

**an agent on behalf  
of all subscribers**

**Signed**

**Date**

**Or the subscribers**

**( i.e those who signed  
as members on the  
memorandum of  
association).**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

## **CLIVE JAMES GORDON LEWIS**

### **Directorships**

Bedford Row Limited  
Broad Street Place Developments Limited  
Buena Vista International (UK) Limited  
Buena Vista Home Entertainment Limited  
Buena Vista Productions Limited  
Disney Animation Studios (U.K.) Limited  
Go Network International Limited  
Instrumentation Laboratory (U.K.) Limited  
Jarvis Harpenden Holdings Limited  
Jarvis Investment Property Limited  
Jarvis M & E Services Limited  
Purley Bury Social and Sports Club Limited  
The Disney Store Limited  
The Walt Disney Company Limited  
Walt Disney International Limited

Autoclave Engineers Limited (Dissolved 5.11.96)  
Bell Helicopter (U.K.) Limited (Dissolved 1.9.98)  
Carlton Road Developments (Harpenden) Limited (Resigned 16.3.98)  
Helicopter Sales (Continental) Limited (Dissolved 12.5.98)  
Hollywood Recordings Limited (In Members' Voluntary Liquidation)  
RFE-RL (U.K.) Limited (Dissolved 17.5.94)  
Textron Automotive Company Limited (Resigned 15.6.98)  
Textron Limited (Resigned 28.6.96)  
Walt Disney Animation U.K. Limited (Resigned 15.2.99)

December 2000

No

000039

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

OF

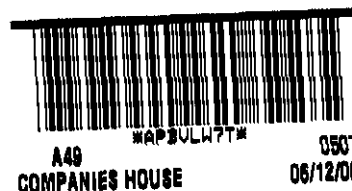
ASSOCIATION

OF

JARVIS HARPENDEN PROPERTIES LIMITED



002452



1. The name of the Company is "JARVIS HARPENDEN PROPERTIES LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The Company's objects are:-
  - (1) (a) To carry on business as a general commercial company.
  - (b) To carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business by it.
  - (c) To undertake all or any of the following objects.
- (2) to carry on all or any of the businesses of a property investment company in all its branches, and to acquire by lease, purchase, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, construct, reconstruct, improve, alter, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income; and to undertake and provide management, administration and consultancy services of all kinds and to enter into,



assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account;

- (3) to carry on all or any of the businesses of land, estate and property developers, repairers and jobbers, estate agents and managers, rent collectors, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders and contractors, public works and civil engineering contractors, builders' merchants, plant hire specialists and contractors, merchants of and dealers in building materials, plant, machinery, vehicles and appliances of all kinds, painters, decorators, plumbers, haulage and transport contractors, garage proprietors, civil, mechanical, motor, electrical and general engineers, general merchants, agents and traders; to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by or connected with the Company; and to buy, sell, manufacture, repair, alter, manipulate or otherwise deal in vehicles, plant, machinery, fittings, furnishing and implements, tools, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company; and to act as merchants generally.
- (4) To carry on in the United Kingdom or elsewhere all or any of the businesses of a holding company of other companies, firms and businesses, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any company, corporation, firm or person whether constituted or carrying on business in the United Kingdom or elsewhere, and stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body, or authority, supreme, municipal, local or otherwise, whether at home or abroad, whether by original tender, subscription, purchase, exchange, obtaining options or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
- (5) To carry on all or any of the businesses in the United Kingdom and elsewhere of manufacturers, retailers, wholesalers, buyers, sellers, distributors, importers, exporters and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, general merchants and traders, manufacturers' agents and representatives, insurance brokers and consultants, mortgage brokers, financial agents, advisers, hire purchase and general financiers, brokers and agents, to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, warehousemen, railway, shipping and forwarding agents, printers and publishers; operators and dealers in motor and other vehicles, plant, machinery, tools and equipment of all kinds.
- (6) To carry on any other business whatsoever which may seem to the Board of Directors of the Company capable of being conveniently carried on in connection with any of

the businesses aforesaid, or which it may be advisable to undertake with a view to developing, rendering available, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.

- (7) To apply for, purchase, rent, hire, take on lease or in exchange, or otherwise acquire and hold for any estate or interest any land, buildings, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property, and any easements, and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or render more profitable any of its assets, property or rights.
- (8) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouses, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or to render more profitable any of its assets, property or rights.
- (9) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use, patent rights, brevets d'invention, concessions or protections in any part of the world for any invention, mechanism or process, secret or otherwise and to disclaim, alter or modify such patent rights or protection and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (10) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company shall think fit.
- (11) To mortgage or charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue and create at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions, as may be thought fit, mortgages, charges, memoranda of deposit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (12) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of other persons, firms or companies.
- (13) To receive money on deposit or loan, and to lend money and make advances and give credit to customers and others having dealings with the Company upon such terms as the Company may think fit.

- (14) To invest and deal with the moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (15) To give all descriptions of guarantees and indemnities (whether or not for any consideration).
- (16) To sell, let, lease, grant licences, easements and other rights over or in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (17) To accept payment for any property or rights sold or otherwise disposed of by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures, or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (18) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue; or partly in one mode or partly in another, and generally on such terms as the Company may determine.
- (19) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interest of this Company and to underwrite, subscribe for or place any shares or securities of any such company.
- (20) To enter into any partnership or joint venture, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance, with any company, firm or person carrying on or proposing to carry on any on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.
- (21) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (22) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (23) To distribute any of the property of the Company in specie among the members.

- (24) To establish and maintain, or procure the establishment and maintenance of, or take over and continue, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is the holding Company or a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid, is or has been at any time interested, and the wives, widows, families and dependents of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and wellbeing of the Company or of any other company as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (25) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts as agents.
- (26) To undertake and transact all kinds of trust and agency business.
- (27) To form, institute and promote British or foreign companies associations and undertakings of all kinds and to share by underwriting or otherwise the subscription of any part of the capital of any such company association or undertaking and to pay any commission brokerage or other remuneration in connection therewith.
- (28) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (29) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (1) that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred

shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited.
5. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

I, the person whose name, address and description are subscribed, am desirous of being formed into a Company in pursuance of this Memorandum of Association and I agree to take the share in the capital of the Company set opposite my name.

*Clive James Gordon Lewis*

*ONE SHARE*

CLIVE JAMES GORDON LEWIS

7 FURZE HILL

PURLEY

SURREY

CR8 3LB

SOLICITOR

DATED the 4th day of December 2000

WITNESS to the above signature:

*Pauline Preston*

PAULINE PRESTON  
115 NORTHBROOK ROAD  
ILFORD  
ESSEX  
IG1 3BL  
LEGAL EXECUTIVE

No

THE COMPANIES ACT 1985-1989

---

PRIVATE COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

OF

JARVIS HARPENDEN PROPERTIES LIMITED

---

**PRELIMINARY**

1. The Regulations in Table A in The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company in so far as they are not excluded or varied hereby.
2.
  - (1) References in Table A and in these Articles to "the Articles" shall be construed as references to the Articles of the Company for the time being in force, whether contained in Table A or in these Articles.
  - (2) References in the Articles to "the Act" shall mean the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

**CAPITAL AND SHARES**

3. In accordance with Section 80A of the Act, Sections 80(4) and 80(5) of the Act shall not apply to the Company and accordingly the whole of the unissued share capital of the Company (whether forming part of the original or any increased capital) shall be under the control of the Directors who may, for an indefinite period, allot or otherwise dispose of the same to such persons at such times and on such terms and conditions as they think fit, subject to the provisions of Article 4 hereof.

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

### **LIEN ON SHARES**

5. Regulation 8 of Table A shall be modified by omitting therefrom the words "(not being a fully paid share)".

### **TRANSFER OF SHARES**

6. (1) No share shall be transferred except with the consent of the Directors, but the Directors shall not refuse their consent in any case in which they are requested in writing to give it by the holders for the time being of the majority of the issued shares of the Company.
- (2) Regulation 24 of Table A shall be modified accordingly.

### **GENERAL MEETINGS**

7. In accordance with S.366A(1) of the Act, the Company shall not be required to hold Annual General Meetings unless requested to do so by a member of the Company.
8. In accordance with Section 366A(3) of the Act, the requisite majority of Members required to sanction the holding of General Meetings on shorter notice than that specified in the Act shall be a majority in number of the members having the right to attend and vote at such Meetings who together hold not less than 90 per cent in nominal value of the shares giving such right. Regulation 38 of Table A shall be modified accordingly.
9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. Subject to Article 10 hereof, two Members present in person or by proxy (and for this purpose the duly authorised representative of a corporation which is a Member of the Company shall be deemed to be a Member) shall be a quorum at a General Meeting



10. If and for so long as the Company has only one Member, that Member present in person or by proxy (or if that Member is a corporation, by a duly authorised representative) shall be a quorum
11. A poll may be demanded by any member present in person or by proxy, and Regulation 46 of Table A shall be modified accordingly.
12. Regulation 62 of Table A shall be modified by omitting therefrom the words and figures "not less than 48 hours" and the words and figures "not less than 24 hours".

### WRITTEN RESOLUTIONS

13. Subject to the provisions of the Act, a Resolution in writing signed or approved by letter, facsimile, telegram, cablegram or telex (or by any other electronic means now known or hereinafter devised) 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 and may consist of several documents in the like form each signed by one or more of such Members. Regulation 53 of Table A shall be modified accordingly.

### ACCOUNTS

14. In accordance with Section 252 of the Act, the Company shall not be required to lay Accounts and Reports before the Company in General Meeting unless requested to do so by any Member or Auditor of the Company.

### AUDITORS

15. The first Auditors of the Company shall be appointed by the Directors or by the Company in General Meeting. Thereafter, in accordance with Section 386 of the Act, the Auditors shall be deemed re-appointed for each succeeding financial year on the expiry of the time for appointing Auditors for that year unless:-
  - (a) a Resolution is passed under Section 250 of the Act by virtue of which the Company is exempt from the obligation to appoint Auditors; or
  - (b) any Member deposits a notice at the Registered Office of the Company proposing that the appointment of the Company's Auditors be brought to an end. In such circumstances, the Directors will, within 28 days of the date of such notice, convene a General Meeting for the purpose of deciding whether the appointment of the Company's Auditors should be brought to an end.

**DIRECTORS**

16. (1) Unless and until otherwise determined pursuant to the provisions of Article 17 hereof, the number of Directors other than additional Directors appointed under the power hereinafter contained shall not be less one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. Regulation 64 of Table A shall not apply.
- (2) Every Director for the time being of the Company shall hold office until his office shall be vacated by or pursuant to the provisions of Articles 17 and/or 21 and/or 22 hereof.
- (3) The Directors shall not be required to retire by rotation and accordingly Regulations 73-76 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
- (4) A Director shall not require any share qualification.
17. (1) The holder or holders for the time being of a majority of the issued shares of the Company ("the Majority Shareholder(s)") shall have power at any time and from time to time as and when thought fit to do all or any of the following things, namely:-
  - (a) by notice in writing to the Company to increase or reduce the number of Directors, and to appoint any person or persons to be a Director or Directors of the Company, whether to fill any vacancy on or by way of addition to the Board, and on such terms in regard to remuneration and otherwise as the Majority Shareholder(s) shall think fit;
  - (b) by notice in writing to the Company to remove any Director or Managing Director or Employee Director from Office;
  - (c) to convene a General Meeting of the Company;
  - (d) by notice in writing to the Company to make any regulations with regard to the conduct of the business of the Company or of the Directors including regulations with regard to the affixing of the Seal of the Company (if any) to deeds, bonds and other contracts under seal and regulations declaring who shall be entitled to sign on behalf of the Company cheques, bills, notes, acceptances and indorsements, and for what purposes and in what cases, and in like manner to vary and annul any such regulations.
- (2) Any holder authorised under this Article to give or join in giving a notice to the Company may sign such notice either personally or by attorney or other agent duly authorised in writing in that behalf or being a Company holder or

holders under the hand of some person duly authorised by the Board of Directors of such company or companies.

- (3) The Directors shall cause minutes to be made in books provided for the purpose of all appointments, removals and regulations made under the provisions of this Article.
- 18. The Directors may appoint any person who is willing to act to be a Director, either to fill a casual vacancy or as an additional Director.
- 19. (1) The remuneration of the Directors shall be such sums as shall from time to time be voted to them by the Company in General Meeting or, failing such resolution such sums as shall be awarded them with the consent in writing of the Majority Shareholder(s) and the remuneration shall be divided amongst the Directors in such proportions and manner as such resolution or award shall direct, or failing such direction as the Directors shall determine and, in default of determination, equally. Unless the Majority Shareholder(s) shall otherwise direct any Director holding office for part of a year shall be entitled to a proportionate part of his remuneration. Regulation 82 of Table A is hereby excluded.
- (2) The Directors shall also, subject to the approval of the Board of Directors, be entitled to be repaid all travelling and hotel expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings. Regulation 83 of Table A shall be modified accordingly.
- 20. The Directors may, with the consent in writing of the Majority Shareholder(s), grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company or to go to or reside in any place other than where he usually resides, in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum, by way of salary, by a percentage of profits or by any or all of those modes.
- 21. (1) The Directors may from time to time with the consent in writing of the Majority Shareholder(s) appoint one or more of their number to the office of Managing, Sales, Technical or Employee Director for such term as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Managing, Sales, Technical or Employee Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may with such consent as aforesaid determine and either in addition to or in lieu of his share of the Directors' remuneration or otherwise.

- (2) The Directors may entrust to and confer upon a Managing, Sales, Technical or Employee Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.
22. The office of a Director shall, ipso facto, be vacated:-
- (a) if he is removed under the provisions of Article 17 hereof or of Table A or if, being an additional Director or Managing, Sales, Technical or Employee Director, the duration of his office shall have expired or his appointment shall have been revoked; or
  - (b) if he absents himself from the meetings of the Directors during a continuous period of three months without special leave of absence from the Directors and they pass a resolution that he has by reason of such absence vacated office. Regulation 81(e) of Table A shall not apply.
23. Provided he has disclosed to the Directors the nature and extent of any material interest of his, a Director may vote as a Director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
24. Without prejudice to the generality of the provisions of Article 23 above, a Director may hold any other office or place of profit in the Company in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Directors, with the consent in writing of the Majority Shareholder(s), and a Director of the Company may be or become a director of any company promoted by this Company, or in which this Company may be interested as vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as Director or member of such company. Any Director may also act either personally or as a member of a firm as Solicitor, Banker, Broker or Surveyor to the Company or render any other professional services to the Company and may receive remuneration from the Company for holding such office or employment, or for so acting or for rendering any such services, in addition to any remuneration payable to him as a Director.
25. The Directors shall have power with the consent in writing of the Majority Shareholder(s) to grant pensions, annuities or other allowances, including allowances on death, to any person, or to the widow or family of any person, who has served the Company either directly as Chairman, Managing Director, Sales Director, Technical Director, Employee Director, Manager or in any other office or employment under the Company or body in which this Company has at any time during such service as aforesaid had a controlling interest notwithstanding that he may be or have been a Director of this Company, and to make payments towards insurances or trusts for such purposes in respect of such persons. Regulation 87 of Table A shall be modified accordingly.

26. A resolution in writing signed or approved by letter, telefax, telegram, telex (or by any other electronic means now known or hereinafter devised) by all the Directors or their alternates for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 93 of Table A shall be modified accordingly.
27. (1) A meeting of the Directors may consist of a conference between Directors some or all of whom are in different places provided that each Director who participates is able:
- (a) to hear each of the other participating Directors addressing the meeting; and
  - (b) if he so wishes, to address all of the other participating Directors simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these Articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Directors required to form a quorum, subject to the provisions of Article 23.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from which the Chairman of the meeting participates.
28. (1) Any instrument appointing an alternate Director shall, as nearly as circumstances will admit, be in the form or to the effect following:-

**JARVIS HARPENDEN PROPERTIES LIMITED**

"I, \_\_\_\_\_ a Director of the above-named Company,  
in pursuance of the power in that behalf contained in the Articles of  
Association of the Company, do hereby nominate and appoint

of

to act as alternate Director in my place during my  
absence and to exercise and discharge all my duties as a Director of the  
Company.

AS WITNESS my hand this \_\_\_\_\_ day of \_\_\_\_\_

"

- (2) Every appointment or removal of an alternate Director shall be in writing and shall be left at the Registered Office of the Company.
- (3) The remuneration of any such alternate Director shall be fixed by the Board subject to the approval in writing of the Majority Shareholder(s).
- (4) An alternate Director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the Director appointing him. Regulation 69 of Table A shall not apply.

### **BORROWING POWERS**

- 29. 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.
- 30. The register of debentures and debenture stock may be closed during such period or periods (not exceeding in the whole thirty days in any year) as the Directors shall think fit.

### **SEAL**

- 31. The Seal, if adopted, shall not be affixed to any instrument except by the authority of a resolution of the Directors, or pursuant to regulations made by notice under Article 17 hereof and in the presence of at least one Director and of the Secretary or at least one Director and any other person nominated by the Directors, and the said Director and Secretary or other person nominated by the Directors shall sign every instrument to which the Seal shall be 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. Regulation 101 of Table A shall not apply.

Name, Address and Description of Subscriber

Clive James Gordon Lewis

CLIVE JAMES GORDON LEWIS

7 FURZE HILL

PURLEY

SURREY

CR8 3LB

SOLICITOR

DATED the 4<sup>th</sup> day of December 2000

WITNESS to the above signature:

Pauline Preston

PAULINE PRESTON

115 NORTHBROOK ROAD

ILFORD

ESSEX

IG1 3BL