

Company Number: 04895387

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

A HARVEY PROPERTIES LIMITED (the "Company")

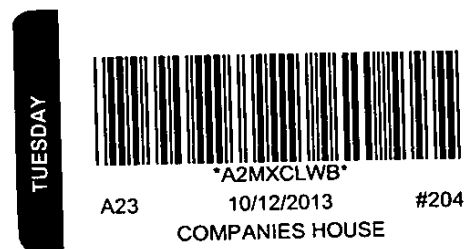
Passed on: 6th December 2013

The following resolution was duly passed a special resolutions on 6th December 2013 by way of a written resolution under chapter 2 of Part 13 of the Companies Act 2006

ORDINARY RESOLUTIONS

Redesignation of Shares

- 1 **THAT** the 400 ordinary shares of £1 00 each in issue at the date of this resolution registered in the names of Janetta Bensouilah, Percy Harvey, David Harvey and Eleanor Thomason, and 267 of the 400 maximum number of ordinary shares of £1 00 each authorised to be allotted (by virtue of the provision in the Company's former memorandum of association relating to the authorised share capital being incorporated in to the Company's articles of association pursuant to section 28 (1) of the Companies Act 2006) be redesignated as 400 B ordinary shares of £1 00 each in nominal value and 267 B ordinary shares of £1 00 each in nominal value respectively, and subject to the passing of resolution 3, having the rights set out in the New Articles
- 2 **THAT** the 200 ordinary shares of £1 00 each in issue at the date of this resolution registered in the names of Ann Smalley and Louise Alexander and 133 of the 400 maximum number of ordinary shares of £1 00 each authorised to be allotted (by virtue of the provision in the Company's former memorandum of association relating to the authorised share capital being incorporated in to the Company's articles of association pursuant to section 28 (1) of the Companies Act 2006) be redesignated as 200 A ordinary shares of £1 00 each in nominal value and 133 A ordinary shares of £1 00 each in nominal value respectively, and subject to the passing of resolution 3, having the rights set out in the New Articles



SPECIAL RESOLUTION

Adoption of new Articles of Association

- 3 **THAT** the draft regulations, initialled by the Chairman and attached to this resolution, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association ("**New Articles**")

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the bottom.

Director

Company Number: 04895387

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

A HARVEY PROPERTIES LIMITED (the "Company")

Adopted on 6th December 2013

Mundays LLP
Cedar House
78 Portsmouth Road
Cobham
Surrey KT11 1AN

T 01932 590500
F 01932 590220
DX 156970 Cobham 2
enq@mundays.co.uk

www.mundays.co.uk

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
A HARVEY PROPERTIES LIMITED
(Adopted by special resolution passed by way of written resolution on
2013

INTRODUCTION

1. Interpretation

1.1 In these Articles, unless the context otherwise requires

A Share	means an ordinary share of £1 00 each in the capital of the Company designated as an A Share,
Act	means the Companies Act 2006,
Appointor	has the meaning given in article 10 1,
Articles	means the Company's articles of association for the time being in force,
Available Profits	profits available for distribution within the meaning of part 23 of the Act,
B Share	means an ordinary shares of £1 00 each in the capital of the Company designated as a B Share,
Business Day	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,
Conflict	has the meaning given in article 6 1,
Eligible Director	means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter),

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Interested Director has the meaning given in article 6 1, and

Model Articles means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles

- 1 2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1 4 A reference in these Articles to an “article” is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- 1 5 1 any subordinate legislation from time to time made under it, and
- 1 5 2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 6 Any phrase introduced by the terms “**including**”, “**include**”, “**in particular**” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 7 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles
- 1 8 Articles 8, 9(1) and (3), 11(2) and (3), 14(1), (2), (3) and (4), 17(2), 44(2), 49, 52 and 53 of the Model Articles shall not apply to the Company
- 1 9 Article 7 of the Model Articles shall be amended by
- 1 9 1 the insertion of the words “*for the time being*” at the end of article 7(2)(a), and

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- 1 9 2 the insertion in article 7(2) of the words “*(for so long as he remains the sole director)*” after the words “*and the director may*”
- 1 10 Article 20 of the Model Articles shall be amended by the insertion of the words “*(including alternate directors) and the secretary*” before the words “*properly incur*”
- 1 11 In article 25(2)(c) of the Model Articles, the words “*evidence, indemnity and the payment of a reasonable fee*” shall be deleted and replaced with the words “*evidence and indemnity*”
- 1 12 Article 27(3) of the Model Articles shall be amended by the insertion of the words “*, subject to article 10,*” after the word “*But*”
- 1 13 Article 29 of the Model Articles shall be amended by the insertion of the words “*, or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2),*” after the words “*the transmittee’s name*”
- 1 14 Articles 31(1)(a) to (c) (inclusive) of the Model Articles shall be amended by the deletion, in each case, of the words “*either*” and “*or as the directors may otherwise decide*” Article 31(d) of the Model Articles shall be amended by the deletion of the words “*either*” and “*or by such other means as the directors decide*”
- 1 15 Model Articles 30 (Procedure for declaring dividends) and 36 (Authority to capitalise and appropriation of capitalised sums) shall be construed subject to articles 0 to 14 9 (inclusive)

DIRECTORS

2. Unanimous Decisions

- 2 1 A decision of the directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter
- 2 2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing
- 2 3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting

3. Calling a Directors' Meeting

Any director may call a directors' meeting by giving not less 5 Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the Company secretary (if any) to give such notice

4. Quorum for Directors' Meetings

4 1 Subject to article 4 2, the quorum for the transaction of business at a meeting of directors may be fixed by the directors and unless so fixed at any other number shall be two, except for so long as a sole director is in office. A person who holds office only as an alternate director shall, if his Appointor is not present, be counted in the quorum

4 2 For the purposes of any meeting (or part of a meeting) held pursuant to article 6 to authorise a director's Conflict, if there is only one Eligible Director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director

4 3 The continuing directors or a sole director may act notwithstanding any vacancies in the number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting

5. Transactions or Other Arrangements with the Company

Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company

5 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,

5.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested,

5 3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested,

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- 5 4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,
- 5 5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and
- 5 6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

6. Directors' Conflicts of Interest

- 6 1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest (**Conflict**)
- 6 2 Any authorisation under this article 6 will be effective only if:
- 6 2 1 to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,
- 6 2 2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
- 6 2 3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted
- 6 3 Any authorisation of a Conflict under this article 6 may (whether at the time of giving the authorisation or subsequently)
- 6 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,

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- 6 3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict,
 - 6 3 3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict,
 - 6 3 4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit,
 - 6 3 5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and
 - 6 3 6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters
- 6 4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict
- 6 5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation
- 6 6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

7. Records of Decisions to be Kept

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

8. Number of Directors

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two

9. Appointment of Directors

In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director

10. Appointment and Removal of Alternate Directors

10 1 Any director (**Appointor**) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to

10 1 1 exercise that director's powers, and

10 1 2 carry out that director's responsibilities,

in relation to the taking of decisions by the directors, in the absence of the alternate's Appointor

10 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the Appointor, or in any other manner approved by the directors

10 3 The notice must

10 3 1 identify the proposed alternate, and

10 3 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

11. Rights and Responsibilities of Alternate Directors

11 1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's Appointor.

11 2 Except as the Articles specify otherwise, alternate directors

11 2 1 are deemed for all purposes to be directors,

11 2 2 are liable for their own acts and omissions,

11 2 3 are subject to the same restrictions as their Appointors, and

11 2 4 are not deemed to be agents of or for their Appointors

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his Appointor is a member

11.3 A person who is an alternate director but not a director

11 3 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's Appointor is not participating),

11 3 2 may participate in a unanimous decision of the directors (but only if his Appointor is an Eligible Director in relation to that decision, but does not participate), and

11 3 3 shall not be counted as more than one director for the purposes of articles 11 3.1 and 11 3 2

11.4 A director who is also an alternate director is entitled, in the absence of his Appointor, to a separate vote on behalf of his Appointor, in addition to his own vote on any decision of the directors (provided that his Appointor is an Eligible Director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present

11 5 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as his Appointor but shall not be entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's Appointor's remuneration as the Appointor may direct by notice in writing made to the Company

12. Termination of Alternate Directorship

An alternate director's appointment as an alternate terminates

- 12 1 when the alternate's Appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
- 12 2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's Appointor, would result in the termination of the Appointor's appointment as a director,
- 12 3 on the death of the alternate's Appointor, or
- 12 4 when the alternate's Appointor's appointment as a director terminates

13. Secretary

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

SHARES AND DISTRIBUTIONS

14. Issue of Shares and Share Class Rights

The Company's share capital that the directors are authorised to issue in accordance with the provisions of article 14 3 below is £796 divided into 200 A Shares and 596 B Shares. The above shares rank *pari passu* save as set out in these Articles but shall constitute separate classes of shares

The holders of the A Shares and the B Shares shall rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per A Share or B Share held

- 14 1 All shares of a particular class which the directors propose to issue shall first be offered to the members holding shares of that class in proportion as nearly as may be to the number of the existing shares of that class held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the

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proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions or any shares of a particular class which are to be issued in circumstances where no shares of that class have yet been issued, and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this article 14 1 shall have effect subject to section 551 of the Act, and to article 14 3 below.

- 14 2 In accordance with section 567 of the Act sections 561 and 562 of the Act shall not apply to the Company
- 14 3 The directors are generally and unconditionally authorised for the purposes of section 551 of the Act, to exercise any power of the Company to offer, allot and grant rights to subscribe for or convert securities into shares of the Company up to the maximum nominal amount of the share capital stated in the first paragraph of Article 14 above to any person, at any time or times during the period of 5 years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 551) be renewed, revoked or varied by ordinary resolution
- 14 4 Shares may be issued as nil, partly or fully paid
- 14 5 Any resolution of the members by which a dividend is declared may direct that such dividend be paid in respect of one class of shares to the exclusion of the other class or in respect of both classes of shares
- 14 6 Where a dividend is declared in respect of more than one class of shares the Company may, by resolution of the members, differentiate between such classes as to the amount or percentage of dividend payable, but in default the shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of shares

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- 14 7 When paying interim dividends the directors may make payments to one class of shares to the exclusion of the other class or to both classes of shares When making such payments the directors may differentiate between the classes to which payments are being made as to the amount or percentage of dividend payable
- 14 8 Model Articles 30 (Procedure for declaring dividends) and 36 (Authority to capitalise and appropriation of capitalised sums) shall be construed accordingly.
- 14 9 Subject to compliance with the relevant statutory provisions for the time being in force
- 14 9 1 the Company may by special resolution make a return or other distribution of capital in respect of one class of shares to the exclusion of the other class or in respect of both classes of shares, and
- 14 9 2 where a return of capital or other capital distribution is made in respect of both classes of shares the Company may, by special resolution, differentiate between such classes as to the amount or percentage of capital returned, but in default the shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of shares

Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any such class may only be varied or abrogated (either whilst the Company is a going concern or during or in contemplation of a winding up) with the consent in writing of the holders of at least 75% in nominal value of the issued shares of that class

DECISION MAKING BY SHAREHOLDERS

15. Poll Votes

- 15 1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting
- 15 2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article

16. Proxies

- 16 1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote

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is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"

- 16 2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article

ADMINISTRATIVE ARRANGEMENTS

17. Means of Communication

- 17 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient

17 1 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),

17 1 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address,

17 1 3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and

17 1 4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account shall be taken of any part of a day that is not a working day

- 17 2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act

18. Indemnity

18 1 Subject to article 18 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

18 1 1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer

18 1 1 1 in the actual or purported execution and/or discharge of his duties, or in relation to them, and

18 1 1.2 in relation to the Company's (or any associated Company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated Company's) affairs, and

18 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 18 1 1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

18 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

18 3 In this article

18 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

18 3 2 a "relevant officer" means any director or other officer or former director or other officer of the Company or an associated Company (including any Company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the

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Company (or associated Company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)

19. Insurance

19 1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

19 2 In this article

19 2 1 a “relevant officer” shall have the same meaning set out in article 18 3 2;

19 2 2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer’s duties or powers in relation to the Company, any associated Company or any pension fund or employees’ share scheme of the Company or associated Company, and

19 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate