

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF  
51 and 53 LA GARE COMPANY LIMITED  
(Company Number 04902731)**

(as revised by Special Resolution dated 17 November 2014)

**1 PRELIMINARY**

- 1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company
- 1 2 Regulations 2 to 35 (inclusive), 57, 59, 102 to 108 (inclusive), 110, 114, 116 and 117 in Table A shall not apply to the Company

**2 INTERPRETATION**

- 2 1 In these Articles -

"the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

"lease" means the lease of a unit originally granted for 999 years,

"unit" means any commercial, industrial or residential unit comprised in 51 La Gare, Surrey Row, London SE1,

"unitholder" means the person or persons to whom a lease of a unit has been granted or assigned. Where two or more persons are for the time being unitholders of a unit they shall for all purposes within these Articles be deemed to constitute one unitholder.

- 2 2 Regulation 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom

**3 MEMBERS**

- 3 1 The subscribers to the Memorandum of Association shall be members of the Company Save as aforesaid or as provided in article 3.6 hereof, no person shall be admitted as a member of the Company other than a unitholder The Company must accept as a new member every person who is or who shall have become a unitholder and shall have complied with either of the signature provisions set out in article 3 3 and shall have paid to the Company the payment determined by the directors (from time to time) pursuant to article 3.6 hereof.
- 3 2 Each subscriber to the Memorandum of Association shall, if not himself a unitholder, cease to be a member as soon as unitholders for all the units have become members.
- 3 3 The provisions of section 352 of the Act shall be observed by the Company and every member of the Company other than the subscribers to the Memorandum of

Association shall either sign a written consent to become a member or sign the register of members on becoming a member. If two or more persons are together a unitholder each shall so comply, they shall together constitute one member and the person whose name first appears in the register of members shall exercise the voting powers vested in such member.

- 3 4 A unitholder shall cease to be a member on the registration as a member of the successor to his unit and shall not resign as a member while holding, whether alone or jointly with others, a legal estate in any unit
- 3 5 If a member shall die or be adjudged bankrupt his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member provided that he or they shall for the time being be a unitholder
- 3 6 The directors may agree to admit as a member of the Company any person or persons being the owner of a lease of a unit who has not contributed to the cost of acquisition of the freehold interest in 51 La Gare upon such terms as to payment as they shall determine

#### **4 GENERAL MEETINGS AND RESOLUTIONS**

- 4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a member as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed.-
  - 4.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat, and
  - 4.1 2 in the case of any other general meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding (subject to the provisions of any elective resolution of the Company for the time being in force) not less than 95% of the total voting rights at the meeting of all the members
- 4.2 The notice shall specify the time and place of the meeting and, in the case of an annual general meeting, shall specify the meeting as such
- 4.3 The notice shall be given to all the members and to the directors and auditors and to every legal personal representative or trustee in bankruptcy of a member where the member, but for his death or bankruptcy, would be entitled to receive notice of the meeting
- 4 4 Regulation 38 in Table A shall not apply to the Company.
- 4 5 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 4.6 Regulation 41 in Table A shall not apply to the Company,
- 4.7 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting
- 4 8 Regulation 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom
- 4.9 Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting.

4.10 Every member present in person or by proxy or, being a corporation, present by a duly authorised representative at a general meeting shall have one vote, whether voting is by show of hands or on a poll. In any case where the same person is appointed proxy for more than one member he shall have as many votes as the number of members for whom he is proxy.

4.11 Regulations 54 and 55 in Table A shall not apply to the Company.

4.12 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notari- ally or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

## **5 APPOINTMENT OF DIRECTORS**

5.1 Regulation 64 in Table A shall not apply to the Company.

5.2 Save for the persons who are deemed to have been appointed as the first directors of the Company on incorporation pursuant to section 13(5) of the Act, no person who is not a member of the Company shall in any circumstances be eligible to hold office as a director. Regulation 44 in Table A shall not apply to the Company.

5.3 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two.

5.4 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

5.5 Regulation 83 in Table A shall be read and construed as if the words "of any class of shares or" were omitted therefrom.

5.6 No member shall be appointed a director at any general meeting unless either:-

5.6.1 he is recommended by the directors; or

5.6.2 not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that member for appointment, together with notice signed by that member of his willingness to be appointed.

5.7 Subject to article 5.6 above, the Company may by ordinary resolution in general meeting appoint any member who is willing to act to be a director, either to fill a vacancy or as an additional director.

5.8 The directors may appoint a member who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 5.3 above as the maximum number of directors and for the time being in force.

## **6 BORROWING POWERS**

6.1 The directors may exercise all the powers of the Company to borrow money up to a total sum outstanding not exceeding £5,000 at any time and may only exceed that limit with the authority of a special resolution passed at a general meeting.

## **7 ALTERNATE DIRECTORS**

- 7.1 No person who is not a member of the Company shall be capable of being appointed an alternate director. Regulation 65 in Table A shall be modified accordingly
- 7.2 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.
- 7.3 A director, or any other member appointed by resolution of the directors and willing to act, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

## **8 DISQUALIFICATION OF DIRECTORS**

- 8.1 Save for the persons who are deemed to have been appointed as the first directors of the Company on incorporation pursuant to section 1315) of the Act, the office of a director shall be vacated if he ceases to be a member of the Company and regulation 81 in Table A shall be modified accordingly.

## **9 GRATUITIES AND PENSIONS**

- 9.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- 9.2 Regulation 87 in Table A shall not apply to the Company

## **10 PROCEEDINGS OF DIRECTORS**

- 10.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
- 10.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.
- 10.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

## **11 MINUTES**

- 11.1 Regulation 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom.

## **12 THE SEAL**

- 12.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. Regulation 101 in Table A shall not apply to the Company

## **13 NOTICES**

- 13.1 Regulation 112 in Table A shall be read and construed as if the second sentence was omitted therefrom

- 13 2 Regulation 113 in Table A shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted therefrom.

#### **14 INDEMNITY**

- 14.1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 727 of the Act in which relief is granted to him by the Court, 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. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act
- 14.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act

- 14 3 Regulation 118 in Table A shall not apply to the Company

#### **15 RULES OR BYELAWS**

- 15.1 The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or bye-laws regulate -
- 15.1.1 the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees, charges, contributions or payments to be made by members;
  - 15.1.2 the conduct of members of the Company in relation to one another, and to the Company and to the Company's servants or agents,
  - 15.1.3 the setting aside of the whole or any part or parts of any property held, managed or administered by the Company at any particular time or times or for a particular purpose or purposes,
  - 15.1.4 the procedure at general meetings and meetings of the directors and committees of the directors of the Company in so far as such procedure is not regulated by these Articles;
  - 15.1.5 and, generally, all such matters as are commonly the subject matter of company rules or rules or regulations appropriate to the Company
- 15.2 The Company in general meeting shall have power to alter or repeal the rules or bye-laws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.