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SECRETARY'S COPY
(amended to January 1974)
The Companies Act, 1948 (amended to July 1974)

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

TOR BRYAN (RESIDENCE) LIMITED

Incorporated the 11th day of October 1965

LANDONS,
Solicitors,
Brentwood,
Essex.

TOR BRYAN (RESIDENCE) LIMITED

Registered No. 861166 England

Registered Office:
11, Queens Road,
Brentwood, Essex

Reply to:

EXTRACT FROM THE MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT PARISH ROOMS, STOCK LANE, INGATESTONE, ESSEX ON STAURDAY, 13TH JULY, 1974.

"SPECIAL RESOLUTIONS

RESOLVED that Article 2 of the Memorandum and Articles of Association be and are hereby amended by deleting the number '91' in the first sentence.

and

RESOLVED that a new Article to be numbered 8a be inserted after Article 8 of the Memorandum and Articles of Association to read:-

'8a. The Directors shall retire at each Annual General Meeting. The company at the meeting at which a Director retires may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for re-election of such Director shall have been put to the meeting and lost.'

and

RESOLVED that Article 8a of the Memorandum and Articles of Association be re-numbered Article 9, and that all subsequent Articles be re-numbered so that existing Article 9 becomes 10, existing 10 becomes 11, existing 11 becomes 12 and existing 12 becomes 13."

A.F.S. LEE,
Chairman.

Directors: A. F. S. Lee ~~R. B. Gwynes~~ ^{T. E. C. Speed} D. M. Rudland C. Morgan-Davies ~~F. H. Smith~~ ^{R. B. Puck} R. C. Sturmer

No. 861166

TOR BRYAN (RESIDENCE) LTD.

SPECIAL RESOLUTION

THE COMPANIES ACT, 1948 to 1967

At an Extraordinary General Meeting of the Shareholders duly convened and held at Ingatestone Village Club, High Street, Ingatestone, Essex on the Eleventh day of July 1970, the following Special Resolution was passed:-

Section 30. That the Board of Directors be empowered to take necessary steps to enable the number of Members to be increased to seventy-one, and that Clause 3 of the Articles of Association be deleted and the following Clause substituted:-

"3. The restriction of the number of Members to fifty contained in Clause 2 (b) of Part II of table A in the First Schedule of the Companies Act 1948, shall not apply."

Dated this Eleventh day of July 1970.

C,R, SAUNDERS

Chairman.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

TOR BRYAN (RESIDENCE) LIMITED.

1. The name of the Company is TOR BRYAN (RESIDENCE) LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) To conduct the management and maintenance of property situate at and to be known as "Tor Bryan" Ingatestone, Essex and for that purpose to enter into such contracts and obligations as may be necessary for the maintenance and management and improvement of the said property and for supplying services to the Owners thereof.
 - (B) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
 - (C) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
 - (D) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear

likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (G) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (H) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (I) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (J) To invest and deal with the moneys of the Company

not immediately required upon such securities and in such manner as may from time to time be determined.

- (K) To lend money to persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.
- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (N) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (O) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (Q) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid in full or in part or otherwise.
- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or

raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.

- (S) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (T) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (U) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (W) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £720 divided into Seventy Two Shares of Ten Pounds each.

Resolution of 20/10/73.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber. (In words)
<p>CECIL ROY SAUNDERS 24 Worrin Road, Shenfield, Nr. Brentwood, Essex. Director.</p>	<p>ONE</p>
<p>ROYSTON ARTHUR CHARLES WILSON Barr House, Writtle Road, Margaretting, Essex. Director.</p>	<p>ONE</p>

DATED this 27th day of August 1965

WITNESS to the above Signatures :-

G. CARNE GREEN
Solicitor,
Brentwood.

COMPANY LIMITED BY SHARES

Articles of Association

OF

TOR BRYAN (RESIDENCE) LIMITED.

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 60, 79, 84(2), 84(4), 89, 90, 91 and 92. The Chairman at a Meeting of Directors shall not have a second or casting vote and Clause 98 of Part I of the said Table "A" shall accordingly apply to this Company as so amended. DM

PRIVATE COMPANY.

3. The restriction of the number of Members to fifty contained in Clause 2 (b) of Part II of Table A in the First Schedule of the Companies Act 1948, shall not apply. Resolution of 11/7/70

SHARES.

4. The Directors shall not allot Shares of the Company to persons (other than Subscribers) who are not purchasers of the Houses to be numbered 1 - 72 Tor Bryan, Ingatestone, Essex. Resolution of 20/10/70

LIEN.

5. The Lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. The Directors shall not decline to register a transfer of shares by a Shareholder where the transfer is of the whole of the Shareholder's holding to a Purchaser of the Shareholder's house in Tor Bryan, Ingatestone, Essex, aforementioned, and Clause 3

of Part II of Table "A" shall apply to this Company as so amended. Provided that if any moneys are due from the proposed Vendor to this Company, and in respect thereof the Company has a lien on the said shares the Directors may decline to register a transfer of the shares to the said Purchaser of the house unless and until such moneys are paid to the Company.

DIRECTORS.

7. The number of Directors shall not be less than two nor more than six and the first Directors shall be determined in writing by the Subscribers to the Memorandum of Association or a majority of them.

8. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

9. - see page nine

10. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

10. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge 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.

ALTERNATE DIRECTOR.

12. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other Shareholder in this Company to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person, who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

13. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" every Director, officer, or official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by

him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

CECIL ROY SAUNDERS
24 Worrin Road,
Shenfield,
Nr. Brentwood,
Essex.
Director.

ROYSTON ARTHUR CHARLES WILSON
Barr House,
Writtle Road,
Margaretting,
Essex.
Director.

DATED the 27th day of August 1965

WITNESS to the above Signatures :-

G. CARNE GREEN.
Solicitor.
Brentwood.

"8". The Directors shall retire at each Annual General Meeting. The company at the meeting at which a Director retires may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for re-election of such Director shall have been put to the meeting and lost."