

THE COMPANIES ACTS 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

FAIRWAY VIEW MANAGEMENT COMPANY LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and The Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called "Table A") shall apply to the Company.
2. 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.

'the Dwellingholder' means the lessee and/or transferee of a dwelling provided that where two or more persons are the lessees and/or transferees of a dwelling they shall for all purposes of these Articles be deemed to jointly constitute one Dwellingholder and the expression 'Dwellingholder' shall be read and construed accordingly.

'the Development' and 'the Management' shall have the meanings assigned to them under the Memorandum of Association.

'Dwelling' means a flat maisonette messuage residential unit or dwellinghouse comprised in the Development.

3. The Company is established for the purposes expressed in the Memorandum of Association.

ALLOTMENT AND TRANSFER OF SHARES

4. (a) The subscribers to the Memorandum of Association of the Company shall be duly registered as Members of the Company in respect of the shares for which they have subscribed. A subscriber may transfer any shares subscribed by him to a person nominated by him in writing to succeed him as Member and any such person so nominated shall have the same power to transfer the share as if he had himself been a subscriber.

(b) Save as aforesaid, no share shall be allotted or transferred to any person who is not a dwellingholder and each dwellingholder shall be entitled to one share, but not more than one share, in respect of each dwelling in which he has a legal estate. A dwellingholder shall not be entitled to dispose of his shareholding in the Company while holding, whether alone or jointly with others, a legal estate in any dwelling.

(c) In accordance with section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) Subject as provided in paragraph (b) above the Directors shall have full control of shares which are comprised in the authorised share capital with which the Company is incorporated and may (subject to Section 80 of the Act and to the provisions of this Article) allot relevant securities (as defined in Section 80(2) of the Act) as authorised from time to time by the Company in General Meeting and during the period of five years commencing with the date of incorporation the Directors shall have authority to allot relevant securities to such persons and for such consideration and upon such terms and conditions as they may determine provided that the nominal value of the relevant securities allotted shall not exceed the authorised but unissued share capital of the Company for the time being and after the period of five years commencing with the date of incorporation of the Company the Directors may allot any relevant securities 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 Section 80 of the Act) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

5. (a) If any Member of the Company who is a dwellingholder parts with all interest in the dwelling or dwellings held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his death, his legal personal representative or representatives, or in the event of his bankruptcy, his trustee in bankruptcy shall transfer his shareholding in the Company to the person or persons who become the dwellingholder of his dwelling or dwellings.

(b) Each subscriber to the Memorandum of Association and any person becoming a Member as a result of a nomination under Article 4(a) shall, if not himself a dwellingholder, transfer his shareholding in the Company to a dwellingholder at the direction of the Company.

(c) The price to be paid on the transfer of every share under this Article shall, unless (in the case of a transfer made pursuant to paragraph (a) above) the transferor and transferee otherwise agree, be its nominal value.

(d) If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy) refuses or neglects to transfer it or offer it for purchase in accordance with this Article, one of the Directors, duly nominated for that purpose by a Resolution of the Board, shall be the attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder or (as the case may be) any documentation as is referred to in paragraph (b) above; and the Company may give a good discharge for the purchase money and (in the case of a

transfer) enter the name of the transferee of the said share in the Register of Members as the holder thereof.

6. 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 of the Company, provided he or they shall for the time being be a dwellingholder.
7. (a) The Directors shall refuse to register any transfer of shares made in contravention of all the foregoing provisions of these Articles, but otherwise shall have no power to refuse to register a transfer.

(b) Regulation 24 in Table A shall not apply to the Company.

SHARES

8. The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
9. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS

10. The Company shall hold a General Meeting every year as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the Notice calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next, provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
11. The Directors may whenever they think fit convene a General Meeting and the General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom (Great Britain and Northern Ireland) sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company or, if there is only one member, that sole member, may convene a General Meeting in the same manner as nearly as possible as that in which Meetings of Directors may be convened by the Directors.
12. An Annual General Meeting and a Meeting called for the passing of a Special Resolution or an Elective Resolution or a Resolution appointing a Member as a Director shall be called by at least 21 clear days' notice in writing and a

Meeting of the Company other than an Annual General Meeting or a Meeting for the passing of a Special Resolution or an Elective Resolution shall be called by fourteen days' notice in writing at the least. The notice shall specify the time and place of the meeting and in case of special business, the general nature of that business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such to such persons as are, under the Articles of the Company entitled to receive such Notices from the Company. The Notice shall be given to all the Members, to the Auditors and to a Member's Personal Representative or Representatives and to his Trustee in Bankruptcy and Mortgagee in the event that a Court Order for possession has been made and provided that a Meeting of the Company, except for a meeting called for the purpose of passing an elective resolution shall, notwithstanding that it is called by a shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:

(a) in the case of an Annual General meeting by all the Members entitled to attend and vote thereat; and

(b) in the case of any other Meetings by a majority vote in number of the Members having a right to attend and vote at the Meeting, being a majority representing not less than 95% of the total voting rights at that Meeting of all the Members.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at a General Meeting and also all that is transacted at an Annual General Meeting, with the exception and the consideration of the accounts balance sheets and the reports of the Directors and Auditors the election of Directors in the place of those retiring and appointment and the fixing of the remuneration of the Auditors.
14. No business shall be transacted at any General Meeting unless a quorum of the Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, two Members present in person or by proxy shall be a quorum, unless the Company has only one member in which case one member present in person or by proxy shall be a quorum.
15. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting if convened upon the requisition of Members, shall be dissolved; in any other case it 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 Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.
16. Subject to the provisions of the Act, a Resolution in writing signed by all the Members for the time being entitled to receive Notice of and to attend and vote at a General Meeting of the Company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

APPOINTMENT OF DIRECTORS

17. The Directors may from time to time and at any time appoint any Member of the Company as a Director either to fill a casual vacancy or as an additional Director provided the appointment does not cause the number of Directors to exceed any number determined in accordance with Article 19 below. Any Member so appointed shall retain his office only until the next Annual General Meeting and shall then be eligible for re-election.
18. 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 Director. Regulation 44 in Table A shall not apply to the Company.
19. (a) Regulation 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution 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.

(c) No Director shall be liable to retire by rotation and Regulations 73 to 77 (inclusive) and Regulation 80 in Table A shall not apply to the Company. In Regulation 78 the words 'and may also determine the rotation in which any additional directors are to retire' shall be deleted.

(d) The Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Directors, subject to the provisions of Articles 18 and 19(b).

DISQUALIFICATION OF DIRECTORS

20. A Director shall be required to vacate his office if he ceases to become a Member or becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 in Table A shall be modified accordingly.

ALTERNATE DIRECTORS

21. (a) 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 amended accordingly.

(b) 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.

PROCEEDINGS OF DIRECTORS

22. At any meeting of the Directors or of any committee of the Directors subject to disclosing his interest therein a Director may vote on any resolution notwithstanding that it in anyway 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. Regulations 94 to 98 in Table A shall be construed accordingly.
23. The Directors shall cause minutes or a written record to be made in books kept for the purpose-
- (a) of all appointments of officers made by the Directors; and
 - (b) of all proceedings at Meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such Meeting; and
 - (c) of all decisions taken by a sole member when the Company has only one member which may have been taken by the Company in General Meeting and which have effect as if agreed in General Meeting; and
 - (d) of all written resolutions passed by the Company.
24. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within Great Britain and Northern Ireland and who gives to the Company an address within Great Britain and Northern Ireland at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
25. A Member present either in person or by proxy at any Meeting of the Company shall be deemed to have received notice of the Meeting and where requisite of the purposes for which it was called.

BORROWING POWERS

26. Directors may exercise all the powers of the Company to borrow money of a limitless amount and upon such terms and in such manner as they think fit and to grant any mortgage charge or security over its undertaking and property 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.

INDEMNITY

27. Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Regulation 118 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.

SHARE CERTIFICATES

28. In the second sentence of Regulation 6 of Table A the words 'shall be sealed with the seal and' shall be deleted. Each share certificate shall only be issued by authority of the directors, or of a committee of the directors authorised by the directors, and shall bear the signature of one director and the company secretary or a second director.

COMPANY SEAL

29. Regulation 101 of Table A shall not apply to the Company. The company shall not be required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and 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 the secretary or a second director.

Name and address of the subscriber

York Place Company Nominees Limited
12 York Place
Leeds LS1 2DS

Dated 05 November 2002