

# File Copy



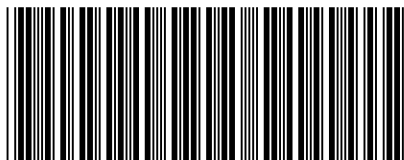
## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6453065

The Registrar of Companies for England and Wales hereby certifies that  
**BRIDGEFIELD COURT MANAGEMENT COMPANY (PRESCOT) 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 13th December 2007



NO 6453065B



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— *for the record* —

The above information was communicated in non-legible form and authenticated by the  
Registrar of Companies under section 710A of the Companies Act 1985



*Companies House*

— *for the record* —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

6453065

Company name

BRIDGEFIELD COURT MANAGEMENT  
COMPANY (PRESCOT) LIMITED

I,

BRIAN ROBERT THOMSON

of

111A GRAVEL LANE  
WILMSLOW  
CHESHIRE  
SK9 6LZ

a

person named as a director of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution

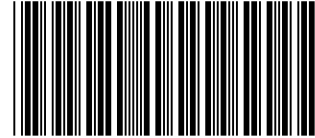


**Companies House**  
— for the record —

**10(ef)**

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

Received for filing in Electronic Format on the: 13/12/2007



X4WJ4VGV

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*Company Name  
in full:* **BRIDGEFIELD COURT MANAGEMENT  
COMPANY (PRESCOT) LIMITED**

*Proposed Registered  
Office:* **PEMBROKE HOUSE  
3 ALTRINCHAM ROAD  
WILMSLOW  
CHESHIRE  
SK9 5ND**

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*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:* **EVERSHEDS LLP**  
*Agent's Address:* **EVERSHEDS HOUSE  
70 GREAT BRIDGEWATER STREET  
MANCHESTER  
ENGLAND  
M1 5ES**

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*Company Secretary*

*Name* **AILEEN HULME**  
*Address:* **32 CHURCH ROAD  
PLATT BRIDGE  
WIGAN  
WN2 3TB**

*Consented to Act:* **Y**      *Date authorised* **13/12/2007**      *Authenticated:* **Y**

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*Director 1:*

*Name* **BRIAN ROBERT THOMSON**

*Address:* **111A GRAVEL LANE  
WILMSLOW  
CHESHIRE  
SK9 6LZ**

*Nationality:* **BRITISH**

*Business occupation:* **COMPANY DIRECTOR**

*Date of birth:* **07/03/1956**

*Consented to Act:* **Y** *Date authorised* **13/12/2007** *Authenticated:* **Y**

*Other Directorships:*

<b>05139854</b>	<b>AMBLEFORTH HOUSE MANAGEMENT COMPANY (WARRINGTON) LIMITED</b>
<b>03924134</b>	<b>BELVEDERE SQUARE MANAGEMENT COMPANY LIMITED</b>
<b>02022205</b>	<b>CYPHERCOURT LIMITED</b>
<b>05882686</b>	<b>DELAMERE COURT MANAGEMENT COMPANY (CREWE) LIMITED</b>
<b>05399088</b>	<b>HALL STREET LIMITED</b>
<b>01851080</b>	<b>M.C.P. PUBLICATIONS LIMITED</b>
<b>05111109</b>	<b>MANCHESTER ROAD LIMITED</b>
<b>01138426</b>	<b>PEMBROKE HOMES LIMITED</b>
<b>01346422</b>	<b>PEMBROKE PROPERTIES LIMITED</b>
<b>02771252</b>	<b>PROVINCIAL CONSTRUCTION LIMITED</b>
<b>04715382</b>	<b>SCHOLARS COURT MANAGEMENT COMPANY (SWINTON) LIMITED</b>
<b>05297291</b>	<b>ST ANDREWS HOUSE MANAGEMENT COMPANY (WORSLEY) LIMITED</b>
<b>05026878</b>	<b>VICTORIA COURT MANAGEMENT COMPANY (WHITEFIELD) LIMITED</b>
<b>05297275</b>	<b>WATERFORD COURT MANAGEMENT COMPANY (FARNWORTH) LIMITED</b>
<b>03795113</b>	<b>WATERFRONT RESIDENTS MANAGEMENT COMPANY</b>
<b>02234066</b>	<b>WELLMAN FINANCIAL SERVICES LIMITED</b>

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*Authorisation*

*Authoriser Designation:* **AGENT** *Date Authorised:* **13/12/2007** *Authenticated:* **Yes**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

**OF**

**BRIDGEFIELD COURT MANAGEMENT COMPANY (PRESCOT) LIMITED**

1. The Company's name is "Bridgefield Court Management Company (Prescot) Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
  - (a)
    - (i) To manage and administer such freehold and/or leasehold and/or commonhold property or properties and land and such adjoining land to the extent that such is located at The South East side of Bridge Road, Prescot comprised in the title registered absolute at HM Land Registry under Title Number MS344697 hereinafter called the "Property" and any other freehold and/or leasehold and/or commonhold land, buildings and real property, either on its own account or as trustee, nominee or agent of any other Company or person.
    - (ii) To acquire and deal with and take options over any freehold, leasehold or commonhold land, property, real or personal, including the Property, and any rights or privileges of any kind over or in respect of any property, and to improve, develop, sell, lease, accept, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company therein or thereto.
    - (iii) To collect all rents, charges and other income and to pay any rents, rates, taxes, charges, duties, levies, assessments or other outgoings of whatsoever nature charged, assessed, or imposed on or in respect of the Property or any part thereof.
    - (iv) To provide services of every description in relation to the Property, to provide and maintain a security system, to lease or hire equipment, plant and machinery and to inspect, maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to the Property and to arrange for the supply to it of services and amenities, and the maintenance of the same and the cultivation, maintenance, landscaping and planting of any land, gardens and grounds comprised in the Property and to enter into contracts with builders, tenants, contractors and others and to employ appropriate staff and managing or other agents whatsoever in relation thereto.

- (v) To insure the Property or any other property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against.
- (vi) To establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the Company's objects and to require the Members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest and deal in and with such monies not immediately required in such manner as may from time to time be determined.
- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (d) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (e) To lend and advance money or give credit on any terms and with or without security to any person, firm or companies to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company.
- (f) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee, the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (g) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (h) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any purpose which may seem to the board of directors calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem to the board of directors calculated directly or indirectly to prejudice the Company's interests.
- (i) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (j) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- (k) To give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants.
- (l) To purchase and maintain, for the benefit of any director (including an alternate director), officer or auditor of the Company, insurance against any liability as is referred to in Section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer, or auditor and, subject also to the provisions of the Act, to indemnify any such person 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 and, without prejudice to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to any such liability.
- (m) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

- (n) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either along or in conjunction with others.
- (o) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- i) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to our inference from the name of the Company.
  - ii) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate Company.
  - iii) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
  - iv) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.
4. The liability of the members is limited.
5. The Company's share capital is £1,000 divided into 1,000 shares of £1.00 each.



We, the several persons whose names, addresses, and descriptions are subscribed, wish to be 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 shown opposite our names.

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Name, address and description of the Subscriber	Number of shares taken by the Subscriber
Brian Robert Thomson 111a Gravel Lane Wilmslow Cheshire SK9 6LZ	One
Aileen Hulme 32 Church Road Platt Bridge Wigan WN2 3TB	One

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13th December 2007

**The Companies Act 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**Bridgefield Court Management Company (Prescot) Limited**

**1. PRELIMINARY**

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles ("Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

**2. INTERPRETATION**

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:

<b>"these Articles"</b>	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
<b>"clear days"</b>	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
<b>"Companies Act 1985"</b>	the Companies Act 1985 (as amended from time to time)
<b>"Companies Act 2006"</b>	the Companies Act 2006 (as amended from time to time)
<b>"connected"</b>	in relation to a director of the Company has the meaning given in section 252 of the Companies Act 2006
<b>"Directors"</b>	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the

	Company
<b>“electronic address”</b>	any address or number used for the purposes of sending or receiving documents or information by electronic means
<b>“electronic form” and “electronic means”</b>	have the meaning given in section 1168 of the Companies Act 2006
<b>“hard copy form”</b>	has the meaning given in section 1168 of the Companies Act 2006
<b>“holder”</b>	in relation to shares means the member whose name is entered in the register of members as the holder of the shares
<b>“office”</b>	the registered office of the Company
<b>“ordinary resolution”</b>	has the meaning given in section 282 of the Companies Act 2006
<b>“seal”</b>	the common seal of the Company (if any)
<b>“secretary”</b>	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
<b>“share”</b>	includes any interest in a share
<b>“special resolution”</b>	has the meaning given in section 283 of the Companies Act 2006
<b>“the Statutes”</b>	the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the Company
<b>“United Kingdom”</b>	Great Britain and Northern Ireland
<b>“in writing”</b>	hard copy form or, to the extent agreed (or deemed to be agreed by a provision of the Statutes), electronic form or website communication

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

Where the word "address" appears in these Articles it is deemed to include postal address and electronic address and "registered address" shall be construed accordingly.

The expression "working day" means any day other than Saturday, Sunday and Christmas Day, Good Friday or any other day that is a bank holiday under the Banking and Financial Dealing Act 1971 in the part of the UK where the Company is registered. References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision.

### **3. SHARE CAPITAL**

- 3.1 The authorised share capital of the Company at the date of incorporation of the Company is £1,000 divided into 1,000 ordinary shares of £1.00 each.
- 3.2 For the purposes of section 80 of the Act the Directors are generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £1,000, being the authorised share capital of the Company provided that this authority shall expire five years after the incorporation of the Company unless previously renewed, revoked or varied in any way save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.
- 3.3 In accordance with section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to (6) (inclusive) of that Act shall not apply to the Company.

### **4. LIEN**

The Company shall 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 payable by him or his estate to the Company, whether or not in respect of the shares in question and whether or not such monies are presently payable. Regulation 8 of Table A shall be modified accordingly.

5. **CALLS ON SHARES AND FORFEITURE**

There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

6. **TRANSFER OF SHARES**

6.1 The first sentence in regulation 24 of Table A shall not apply to the Company. The words "They may also" at the beginning of the second sentence of that regulation shall be replaced by the words "The directors may".

6.2 In the event that the number of members of the Company shall fall to one there shall, on the occurrence of that event, be entered in the Company's register of members with the name and address of the sole member ("Sole Member") a statement that the Company has only one member and the date on which the Company became a company having only one member.

6.3 In the event that the number of members of the Company shall increase from one member to two or more members there shall, on the occurrence of that event be entered in the Company's register of members with the name and address of the person who was formerly the Sole Member, a statement that the Company has ceased to have only one member and the date on which the Company became a company having more than one member.

7. **GENERAL MEETINGS**

7.1 The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

8. **NOTICE OF GENERAL MEETINGS**

8.1 Regulation 38 of Table A shall not apply to the Company.

8.2 Every notice convening a general meeting shall:

8.2.1 comply with the provisions of section 325(1) of the Companies Act 2006 as to giving information to members relating to their right to appoint proxies;

8.2.2 be given in accordance with section 308 of the Companies Act 2006, that is in hard copy form, electronic form or by means of a website.

8.3 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be

valid provided it complies with the relevant provisions of the Companies Act 2006.

- 8.4 Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Directors and to the auditors for the time being of the Company and to all persons entitled to a share in consequence of the death or bankruptcy of a member, provided that the Company has been notified of their entitlement.

## 9. **PROCEEDINGS AT GENERAL MEETINGS**

- 9.1 The words, "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.

- 9.2 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. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Company.

## 10. **VOTES OF MEMBERS**

- 10.1 Regulation 54 of Table A shall not apply to the Company. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a written resolution every member has one vote in respect of each share held by him, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and, on a poll, every member who is present in person, by representative or by proxy shall have one vote for each share held by him.

- 10.2 The words "be entitled to" shall be inserted between the words "shall" and "vote" in regulation 57 of Table A.

- 10.3 At any time when the Company has only one member ("the Sole Member") any decision which may be taken by the Company in general meeting may be made by the Sole Member and shall be as valid as if agreed by the Company in general meeting.

10.4 If the Sole Member shall take any such decision as is referred to in Article 10.3 the Sole Member shall (unless such decision is made by way of a written resolution) provide the Company with a written record of the decision.

10.5 Failure to comply with the provisions of Article 10.4 shall not affect the validity of any decision made by the Sole Member and a person dealing with the Company shall not be concerned to inquire whether a written record has been provided to the Company in accordance with Article 10.4.

## 11. **WRITTEN RESOLUTIONS**

11.1 A written resolution, proposed in accordance with section 288(3) of the Companies Act 2006, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

11.2 For the purposes of this Article 11 "circulation date" is the date on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

## 12. **NUMBER OF DIRECTORS**

12.1 Regulation 64 of Table A shall not apply to the Company.

12.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. 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 one.

## 13. **ALTERNATE DIRECTORS**

13.1 The words "Subject to his obtaining the prior approval of the Sole Member (if there is one)," shall be inserted at the beginning of regulation 65 of Table A.

13.2 An alternate director shall be entitled to receive notice of all meetings of the Directors and of all meetings of committees of the Directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him). An alternate director shall be entitled to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor at such meeting as a director in his absence. 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. Regulation 66 of Table A shall not apply to the Company.

13.3 A director, or any such other person as is mentioned in regulation 65 of Table A, 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 and the final sentence of regulation 88 of Table A shall not apply to the Company.

14. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

14.1 The Directors shall not be required to retire by rotation and regulations 76-79 (inclusive) of Table A shall not apply to the Company.

14.2 A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Companies Act 1985) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 12.2 as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office.

14.3 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

14.4 The Directors may appoint a person 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 12.2 as the maximum number of directors for the time being in force.

14.5 If, immediately following and as a result of the death of a member, the Company has no members and if at that time it has no Directors, the personal representatives of the deceased member may appoint any person to be a director and the director who is appointed will have the same rights and be subject to the same duties and obligations as if appointed by ordinary resolution in accordance with Article 14.3. If two members die in circumstances rendering it uncertain which of them survived the other, such deaths shall, for the purposes of this Article, be deemed to have occurred in order of seniority and accordingly the younger shall be deemed to have survived the elder.



**15. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

15.1 The office of a director shall be vacated if:

15.1.1 he ceases to be a director by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a director;  
or

15.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

15.1.3 he is, or may be, suffering from mental disorder and either:

15.1.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

15.1.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

15.1.4 he resigns his office by notice to the Company; or

15.1.5 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated;  
or

15.1.6 he is removed from office as a director pursuant to Article 14.2.

15.2 Regulation 81 of Table A shall not apply to the Company.

**16. DIRECTORS' APPOINTMENTS AND INTERESTS**

16.1 Subject to the provisions of the Statutes, and provided that he has disclosed to the Directors the nature and extent of any interest of his, a director notwithstanding his office:

16.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

16.1.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any

body corporate promoted by the Company or in which the Company is in any way interested;

- 16.1.3 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
- 16.1.4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and
- 16.1.5 shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of Articles 16.1.1 to 16.1.4 (inclusive) or on any resolution which 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 resolution as aforesaid his vote shall be counted.

16.2 For the purposes of Article 16.1:

- 16.2.1 a general notice to the Directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;
- 16.2.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- 16.2.3 an interest of a person who is for any purpose of the Statutes (excluding any statutory modification not in force when the Company was incorporated) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

16.3 Regulations 85 and 86 of Table A shall not apply to the Company.

17. **DIRECTORS' GRATUITIES AND PENSIONS**

Regulation 87 of Table A shall not apply to the Company and the Directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present Directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the Directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

18. **PROCEEDINGS OF DIRECTORS**

18.1 Regulation 88 of Table A shall be amended by substituting for the sentence:

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."

the following sentence:

"Notice of every meeting of the Directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service."

18.2 Whenever the minimum number of the Directors shall be one pursuant to the provisions of Article 12.2, a sole director shall have authority to exercise all the powers and discretions which are expressed by Table A and by these Articles to be vested in the directors generally and regulations 89 and 90 of Table A shall be modified accordingly.

18.3 Any director (including an alternate director) may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Companies Act 1985, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

18.4 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

19. **AUDITORS APPOINTMENT AND RE-APPOINTMENT**

19.1 Auditors must be appointed for each financial year of the Company. Other than the Company's first financial year, the appointment must be made in the period for appointing auditors as defined in section 485 of the Companies Act 2006.

19.2 Auditors cease to hold office at the end of next period for appointing auditors unless and until they are re-appointed by the members in accordance with section 485(4) of the Companies Act 2006.

20. **THE SEAL**

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

21. **NOTICES**

21.1 In regulation 112 of Table A, the words "first class" shall be inserted immediately before the words "post in a prepaid envelope". When any member has given to the Company as his registered address an address outside of the United Kingdom he shall be entitled to have notices given to him at that address. Regulation 112 of Table A shall be amended accordingly.

21.2 Where a notice is sent by first class post, the notice shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent in electronic form, the notice shall be deemed to have been given at the expiration of 24 hours after the time of transmission. Regulation 115 of Table A shall be amended accordingly.

21.3 Where a notice is sent by making it available on a website, the notice shall be deemed to have been given either when it was first made available on the website or when the member received or was deemed to have received notice of the fact that the notice was available on the website.

21.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least

seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

**22. WINDING UP**

In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division", and the words "extraordinary resolution" shall be replaced by the words "special resolution".

**23. INDEMNITIES FOR DIRECTORS**

23.1 Subject to the provisions of, and so far as may be permitted by, the Statutes but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every director, alternate director, auditor, Secretary or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, secretary or other officer of the Company and against any such liability incurred by him in connection with the Company's activities as trustee of an occupational pension scheme as defined in section 235(b) of the Companies Act 2006. Regulation 118 of Table A shall not apply to the Company.

23.2 The directors may purchase and maintain at the cost of the Company insurance cover for or for the benefit of every director, alternate director, auditor, secretary or other officer of the Company or of any associated company (as defined in section 256 of the Companies Act 2006) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, Secretary or other officer of the Company or associated company.

23.3 Subject to the provisions of, and so far as may be permitted by, the Statutes, the Company shall be entitled to fund the expenditure of every director, alternate director or other officer of the Company incurred or to be incurred:

23.3.1 in defending any criminal or civil proceedings; or

23.3.2 in connection with any application under sections 144(3), 144(4) or 727 of the Companies Act 1985.

24. **DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE**

Where the Statutes permit the Company to send documents or notices to its members in electronic form or by means of a website such documents and notices will be validly sent provided the Company complies with the requirements of the Statutes.

Subject to any requirements of the Statutes, documents and notices may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.

We, the several persons whose names, addresses, and descriptions are subscribed, wish to be 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 shown opposite our names.

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Name, address and description of the Subscriber	Number of shares taken by the Subscriber
Brian Robert Thomson 111a Gravel Lane Wilmslow Cheshire SK9 6LZ	One
Aileen Hulme 32 Church Road Platt Bridge Wigan WN2 3TB	One

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13th December 2007