



CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY

No. 1892822

I hereby certify that

**THE SHIPGATE MANAGEMENT COMPANY LIMITED**

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

**6TH MARCH 1985**

A handwritten signature in cursive script, appearing to read 'Mrs. C. B. B. B.'.

MRS. C. B. B. B.

an authorised officer

The Companies Acts, 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of THE SHIPGATE MANAGEMENT COMPANY LIMITED

1. The name of the Company is The Shipgate Management Company 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 acquire the leasehold and/or freehold title to land to be known as The Shipgate, Castle Drive, Chester, Cheshire together with the block of flats erected thereon and to grant underleases of the said flats on such terms as may from time to time seem expedient.
  - (b) To act as an association of and for the owners of the leases of the said flats and to manage and administer the said property and in particular to collect the rents and incomes thereof and to provide such services for the residents thereof and to carry out such reconstruction, renewal, repairs, maintenance or renovation thereto as the Company may consider necessary or desirable and to provide or procure the provision of such services as may be required or expedient.
  - (c) To purchase or sell, to take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of for any estate or interest any real or personal property, and such other rights and interest in property as the Company shall think fit.
  - (d) To carry on any other trade or business whatever which, in the opinion of the Company, can be advantageously carried on in connection with or ancillary to the business of the Company or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
  - (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the business of the Company and to mortgage or charge the undertaking and all or any of the real and personal property and assets, present or future, of the Company upon such terms as the Company may determine.
  - (f) To invest and deal with the moneys of the Company not immediately required and hold and deal with any investment so made in such manner as the Company may determine.

(g) To lend or advance money and to give credit and to enter into guarantees or indemnities of any kind, whether secured or unsecured, and whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms as the Company may think fit.

(h) To remunerate any person, firm or company for services rendered, or to be rendered, to, or in connection with the conduct of the business of, the Company.

(i) To accept, draw, make, execute, discount or endorse bills of exchange, promissory notes, or other negotiable instruments.

(j) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.

(k) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

6. No person shall be admitted to membership of the Company other than the subscribers hereto and the lessees or under lessees of flats and/or parking spaces comprised in The Shipgate aforesaid. Section 23 of the Company's Act 1948 shall not apply to this paragraph.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

-----

Karen Wilson  
81 City Road  
London EC1Y 1BD

Company Registration Agent

Mark Francis Burton  
81 City Road  
London EC1Y 1BD

Company Registration Agent

-----

Dated this 18th February 1985

Witness to the above Signatures:-

Helen Louise Ashton  
81 City Road  
London EC1Y 1BD

Company Registration Agent



The Companies Acts 1948 to 1981

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of THE SHIPGATE MANAGEMENT COMPANY LIMITED

#### GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject or context :-

WORDS	MEANINGS
The Act	The Companies Act 1948
The Seal	The common seal of the Company
The Secretary	Any person appointed to perform the duties of the secretary of the Company.
The Building	The Shipgate, Castle Drive, Chester, Cheshire.
The Flat-owners	The lessees for the time being of the flats comprised in the building holding underleases referred to in clause 6 of the Memorandum of Association.

Expressions referring to writing shall, unless the contrary intention appears, to be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date of which these articles become binding on the Company.

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

#### MEMBERSHIP

3. The number of members with which the Company proposes to be registered is 17.

4. The subscribers to the Memorandum of Association and all flat-owners who

apply in writing for membership shall be members of the Company.

5.(i) Where two or more persons jointly are flat-owners they shall together constitute one member and the person whose name first appears on the register of members shall (unless the persons notify the chairman of the Company in writing at or before a general meeting of the Company otherwise) exercise the voting and other powers vested in such member, save that both or all such persons shall be entitled to speak at a general meeting. Any such notice shall remain in force until another such notice is served.

(ii) Where a body corporate is a member it may at any time by notice in writing to the secretary or chairman nominate a person to exercise the voting and other powers vested in such member. Any such notice shall remain in force until another such notice is served.

6.(i) the subscribers to the Memorandum of Association shall cease to be members as soon as the flat-owners of all the flats comprised in the Building have become members, save that a subscriber shall remain a member so long as he is a flat-owner.

(ii) A member shall cease to be such on the registration as a member of his successor in title to his flat.

(iii) Where a member dies or becomes bankrupt his estate shall remain liable under the articles until a successor in title to the member's flat is registered as a member.

(iv) The trustee in bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member on written request in place of the bankrupt or deceased member if at the time of his request he is a flat-owner.

(v) A chargee in possession of a flat shall be entitled on written request to become a member in place of the flat-owner.

(vi) Where a person owns more than one flat he shall (where the context so admits) be treated as several members, one in respect of each flat.

#### GENERAL MEETINGS

7. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen 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 eighteen months of its incorporation, it need not hold it in the year of its incorporation nor in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

8. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.

9. The Council may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the

United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

10. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company: Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat;

11. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting nor any resolution passed thereat.

#### PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and Auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

13. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members present in person or by proxy shall be a quorum.

14. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting if convened on 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 at such other place as the Council may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

15. The Chairman, if any, of the Company shall preside at every general meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect one of their number to be Chairman of the meeting.

16. If at any meeting no member of the Council is willing to act as Chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be the Chairman of the meeting.

17. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon the declaration of the result of the show of hands demanded (a) by the Chairman, or (b) by at least two members present in person or by proxy, or (c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

21. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.

22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

23. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

24. Subject as hereinafter provided every member shall have one vote.

25. No member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership shall be entitled to vote on any question either personally or by proxy or as proxy for another member at any general



## COUNCIL OF MANAGEMENT

31. Until otherwise determined by the Company in general meeting, the number of the Council shall not be less than two.

32. The first members of the Council shall be the subscribers to the memorandum of Association.

33. The Council may from time to time and at any time appoint any member of the Company as a member of the Council, either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain his office only until the next annual general meeting, but he shall then be eligible for re-election.

34. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Council.

## BORROWING

35. The Council may exercise all the powers of the Company to borrow money, and to mortgage or charge its property, 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.

## POWERS AND DUTIES OF THE COUNCIL

36. The business of the Company shall be managed by the Council who may exercise all such powers of the Company as are not, by the Act or any statutory modification or re-enactment thereof or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or any statutory modification or re-enactment thereof or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

37. The Council shall have power from time to time to appoint members of the Company to be chairman and vice-chairman and determine their respective duties and the tenure of their offices.

38. The Council shall cause minutes to be made in books provided for the purpose:

(a) of all appointments of officers made by the Council;

(b) of the names of the members of the Council present at each meeting of the Council of any committee of the Council;

(c) of all resolutions and proceedings at all meetings of the Company and of all the Council and of committees of the Council.

39. The members for the time being of the Council may act notwithstanding any vacancy of their body; provided always that, in case the members of the Council shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these articles, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their

body, or of summoning a general meeting, but not for any other purpose.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

40. The office of a member of the Council shall be vacated:

(a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;

(b) if he becomes of unsound mind;

(c) if he ceases to be a member of the Company;

(d) if by notice in writing to the Company he resigns his office;

(e) if he ceases to hold office by reason of any order made under section 188 of the Act;

(f) if he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

#### ANNUAL ELECTION OF THE COUNCIL

41. At every annual general meeting one-third of the members of the Council for the time being other than the chairman or, if the number of members of the Council other than the chairman is not three or a multiple of three, then the number nearest one-third shall retire from office, but shall be eligible for re-election. The members of the Council to retire shall be those who have been longest in office since their last appointment or election, but as between members of equal seniority those to retire shall (unless they otherwise agree between themselves) be determined by lot.

42. No person not being a retiring member of the Council shall be eligible for office on the Council at any general meeting unless, not less than three nor more than twenty-one days before the day appointed for the meeting, there shall have been given to the secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by that person, of his willingness to be elected.

43. The Company may by extraordinary resolution remove any member of the Council before the expiration of his period of office, and may by an ordinary resolution appoint another member in his stead.

#### PROCEEDINGS OF THE COUNCIL

44. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.

45. A member of the Council may, and on the request of a member of the Council the secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a

meeting. A member of the Council may attend either in person or by proxy and the provisions of articles 25, 26, 27, 28 and 29 shall apply in relation to such proxy, save that a proxy must be a member of the Company.

46. The chairman for the time being of the Company shall be the chairman of the Council and shall be entitled to preside at all meetings of the Council at which he shall be present, but if there be no such chairman for the time being or if at any meeting the chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be chairman of the meeting.

47. The Council may delegate any of their powers to committees consisting of such person or persons (whether or not members of the Council or the Company) as the Council think fit, but so that any committee consisting of less than three persons shall consist only of members of the Council and any other committee shall consist of members of the Council to the extent of at least two-thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Council and shall be subject at all times to the control of the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

48. All acts bona fide done by any meeting of the Council or of any committee set up by the Council, or by any person acting as a member of the Council or of any committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council or of the committee.

49. A resolution in writing signed by all the members for the time being of the Council or of any committee set up by the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be valid and effectual as if it had been passed at a meeting of the Council or of such committee respectively duly convened and constituted. Such resolution may be either in the form of one copy of the resolution signed by all members or in the form of two or more copies of the resolution bearing together but not necessarily individually the signatures of all the members.

#### SECRETARY

50. The secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting. The first secretary shall be Karen Wilson.

#### SUBSCRIPTIONS

51.(i) The members of the Company shall from time to time and whenever called upon to do so pay to the Company a rateable proportion of the net amount of all costs and expenses (including any reasonable reserve) incurred or to be



incurred by the Company, whether in relation to the management and running of the Company, under any lease or underlease of any flat and for parking space comprised in the Building, in relation to the Building or howsoever otherwise, so however that until the lease or underleases of all the flats shall have been granted the subscribers shall be liable for a rateable proportion of the said net amount in respect of any flat which shall not have been demised under such a lease.

(ii) The Council shall from time to time determine the said net amount.

(iii) In this article the expression "rateable proportion" shall mean the proportion specified in the respective leases of the members.

#### INDEMNITY

52. Subject to the provisions of Section 205 of the Act, every Officer, Secretary or other official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

#### THE SEAL

53. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of a resolution of the Council or of a committee of the Council authorised by the Council in that behalf. The seal of the Company shall not be affixed to any instrument except in the presence of a member of the Council and the Secretary or a second member of the Council and the said member of the Council and Secretary or the second member of the Council shall sign every instrument to which the seal shall be so affixed in their presence.

#### CHEQUES

54. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

#### ACCOUNTS

55. The members of the Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

56. The accounting records shall be kept at the registered office of the Company or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Committee think fit, and shall always be open to the inspection of the members of the Council and officers of the Company and any member of the Company on reasonable notice.

57. The Committee shall from time to time, in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, and reports as are referred to in those Sections.

58. A copy of every balance sheet (including every document required by law to

be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the reports of the Auditors and of the Council, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company: Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

59. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Sections 14 and 23A of the Companies Act 1967, Sections 13 to 18 of the Companies Act 1976 and Sections 7 and 12 of the Companies Act 1981.

#### NOTICES

60. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

61. Notices of every general meeting shall be given in any manner hereinbefore authorised to -

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

#### DISSOLUTION

61. Clause 5 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

-----  
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS  
-----

Karen Wilson,  
81 City Road,  
London EC1Y 1BD.

Company Registration Agent

Mark Francis Burton,  
81 City Road,  
London EC1Y 1BD.

Company Registration Agent

-----  
Dated this 18th day of February 1985

Witness to the above Signatures:

Helen Louise Ashton,  
81 City Road,  
London EC1Y 1BD.

Company Registration Agent