

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

SPRINGHILL COHOUSING COMMUNITY LIMITED

1. The Company's name is "SPRINGHILL COHOUSING COMMUNITY LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
  - 3.1.1 To acquire, hold, manage and administer the freehold or leasehold property or properties known as Uplands House, Uplands Road, Stroud including without limitation of the generality of the foregoing any common areas, roads, accessways, footpaths, parking areas, drains, sewers, lighting, security and associated facilities (hereinafter called "the Managed Property") either on its own account or as trustee, nominee or agent of any other company or person.
  - 3.1.2 To acquire and deal with and take options over any property, real or personal, including the Managed 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.
  - 3.1.3 To collect all rents, charges and other income and to pay any rates, taxes, charges, duties, levies, assessments or other outgoings of whatsoever nature charged, assessed, or imposed on or in respect of the Managed Property or any part thereof.
  - 3.1.4 To provide services of every description in relation to the Managed Property and to maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to the Managed 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 Managed 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.
  - 3.1.5 To insure the Managed 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.
  - 3.1.6 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 moneys not immediately required in such manner as may from time to time be determined.

3.2 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.

3.3 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.

3.4 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.

3.5 To lend and advance money or give credit on any terms and with or without security to any person, firm or company, 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.

3.6 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), including its uncalled capital, 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.

3.7 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.

3.8 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 or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

3.9 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, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

3.10 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 including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants.

3.11 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition.

3.12 To distribute among the members of the Company in kind any property of the Company of whatever nature.

3.13 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 alone or in conjunction with others.

3.14 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.

3.15 AND so that:-

3.15.1 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 or inference from the name of the Company.

3.15.2 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 such 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 such sub-clause contained the objects of a separate Company.

3.15.3 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.

3.15.4 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 £35 divided into 35 shares of £1 each.

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SPRINGHILL COHOUSING COMMUNITY LIMITED

1. PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 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.

"unit" means any residential unit comprised in any property held, managed or administered by the Company.

"unitholder" means the person or persons to whom a lease of a unit has been granted or assigned or who holds the freehold of a unit and so that whenever two or more persons are for the time being unitholders of a unit they shall for all purposes of these Articles be deemed to constitute one unitholder.

2. ALLOTMENT AND TRANSFER OF SHARES

2.1 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.

2.2 Save as aforesaid, no share shall be allotted or transferred to any person who is not a unitholder. A unitholder 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 unit.

2.3 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.

2.4 Subject as provided in article 2.2 above the directors are generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority 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 the said section 80) be renewed, revoked or varied by ordinary resolution.

2.5 If any member of the Company who is a unitholder parts with all interest in the unit or units 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 unitholder of his unit or units.

2.6 If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy) refuses or neglects to transfer it 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 and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the register of members as the holder thereof.

2.7 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 unitholder.

2.8 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.

2.9 Regulation 24 in Table A shall not apply to the Company.

### 3. SHARES

3.1 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.

3.2 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".

### 4. GENERAL MEETINGS AND RESOLUTIONS

4.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and 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.

4.2 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; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

4.3 Regulation 41 in Table A shall not apply to the Company.

4.4 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

4.5 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands or on a poll. In any case where the same person is appointed proxy for more than one member he shall have as many votes as the number of members for whom he is proxy.

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

## 5. VOTES OF MEMBERS

5.1 Every member present in person or by proxy or, being a corporation, present by a duly authorised representative at a general meeting shall have one vote, whether voting is by a show of hands or on a poll.

5.2 Regulation 54 in Table A shall not apply to the Company.

## 6. APPOINTMENT OF DIRECTORS

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

6.2 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 the maximum number of directors shall be 70 and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.

6.3.1 Each member of the Company shall be entitled to appoint up to two persons (including himself, if willing to act) as directors of the Company and may at any time remove any director appointed by him and, if he so wishes, appoint another person as a director in place of the director so removed PROVIDED THAT no person shall be

appointed as a director who is under 18 years of age or who is prohibited by law from being a director or is disqualified by virtue of any other provision of these Articles.

6.3.2 Every appointment or removal of a director pursuant to article 6.3.1 above shall be made by instrument in writing signed by the member making the appointment or removal (or, where any such member is a corporation, by a director or the secretary of that corporation) and shall take effect on the service thereof at the registered office of the Company. Every such instrument which appoints a director shall be accompanied by a duly completed notice of the appointment in the form prescribed by the Act and signed by the appointee indicating his consent to be appointed. The secretary shall annex every such written instrument to the directors' minute book as soon as is practicable after service on the Company and shall procure that notice of the appointment or removal of the director (as the case may be) in the form prescribed by the Act is delivered to the Registrar of Companies within the time specified in section 288 of the Act.

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

## 7. RESTRICTION OF DIRECTORS' POWERS

7.1 The directors shall not exercise the following powers without the prior sanction of a unanimous resolution of all the members present and offering a vote on the resolution at a general meeting duly convened for that purpose or by written resolution of the members passed in accordance with the Act or in accordance with regulation 53 in Table A:

7.1.1 to sell, lease, exchange or otherwise dispose of any real property owned by the Company or any interest, right or privilege of the Company in or over any real property; or

7.1.2 to mortgage or charge any real property owned by the Company or in which it has an interest.

7.2 Regulation 70 in Table A shall be read and construed accordingly.

## 8. BORROWING POWERS

8.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject to the provisions of article 7.1 above and subject further (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over 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.

## 9. ALTERNATE DIRECTORS

9.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.

9.2 A director, or any other member approved by resolution of the directors and willing to act, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own

vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

## 10. DISQUALIFICATION OF DIRECTORS

10.1.1 The office of a director who is a member of the Company shall be vacated if he ceases to be a member of the Company.

10.1.2 The office of a director who is not a member of the Company shall be vacated if his appointor ceases to be a member of the Company.

10.2 Regulation 81 in Table A shall be modified accordingly.

## 11. GRATUITIES AND PENSIONS

11.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

11.2 Regulation 87 in Table A shall not apply to the Company.

## 12. PROCEEDINGS OF DIRECTORS

12.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution 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.

12.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

12.3 If there are three or more directors of the Company then any director or secretary may at the request of any three directors call a meeting of the directors. If there are less than three directors then a director or secretary may at the request of a director call a meeting of the directors.

12.4 Questions arising at a meeting of the directors shall, save as hereinafter provided, be decided by unanimous resolution of the directors present at the meeting. In the event that a unanimous resolution on a particular question cannot be reached, any 5 directors acting together may elect that the question shall be decided by a majority of 70 per cent of the votes cast by the directors present at the meeting.

12.5 Regulation 88 in Table A shall be read and construed accordingly.

12.6 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

## 13. THE SEAL

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

#### 14. INDEMNITY

14.1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

14.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

14.3 Regulation 118 in Table A shall not apply to the Company.

#### 15. THE COMMUNAL HOUSE

15.1 The directors shall use their best endeavours to procure that the part of the property managed and administered by the Company described as the Communal House in the lease of each unit shall be the hub of the community of unitholders and an extension to the unitholders' units and shall not primarily be treated as a venue to be booked by members or others.

#### 16. DISPUTES BETWEEN UNITHOLDERS

16.1 The directors shall as soon as is practicable after incorporation of the Company establish a standing Disputes Committee consisting of not less than 3 nor more than 5 directors. The function of the Disputes Committee shall be to mediate in the event of a dispute between unitholders and the unitholders shall be encouraged to use the Disputes Committee and to adhere to its recommendations or decisions.

16.2 The directors shall procure that the members of the Disputes Committee take appropriate mediation and conflict resolution training.

#### 17. RULES OR BYELAWS

17.1 The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or bye-laws regulate:-

(a) the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees, charges, contributions or payments to be made by members;

(b) the conduct of members of the Company in relation to one another, and to the Company and to the Company's servants or agents;

(c) the setting aside of the whole or any part or parts of any property held, managed or administered by the Company at any particular time or times or for a particular purpose or purposes;

(d) the procedure at general meetings and meetings of the directors and committees of the directors of the Company insofar as such procedure is not regulated by these Articles;

(e) and, generally, all such matters as are commonly the subject matter of company rules or rules or regulations appropriate to the Company.

17.2 The Company in general meeting shall have power to alter or repeal the rules or bye-laws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

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Names and addresses of Subscribers	Number of shares taken by each Subscriber
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1.	For and on behalf of Instant Companies Limited 1 Mitchell Lane Bristol BS1 6BU	-	One
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2.	For and on behalf of Swift Incorporations Limited 1 Mitchell Lane Bristol BS1 6BU	-	One
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Total shares taken	-	Two
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Dated 23 September 2004

Witness to the above Signatures:-

Glenys Copeland  
1 Mitchell Lane  
Bristol BS1 6BU

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Names and addresses of Subscribers

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1. For and on behalf of  
Instant Companies Limited  
1 Mitchell Lane  
Bristol BS1 6BU

2. For and on behalf of  
Swift Incorporations Limited  
1 Mitchell Lane  
Bristol BS1 6BU

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Dated 23 September 2004

Witness to the above Signatures:-

Glenys Copeland  
1 Mitchell Lane  
Bristol BS1 6BU

**Company Number: 5242766**

**The Companies Acts 1985 to 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

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# **MEMORANDUM AND ARTICLES OF ASSOCIATION**

**SPRINGHILL COHOUSING COMMUNITY LIMITED**

**Incorporated on 27 September 2004**

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**Jordans Limited  
Company Formation and Information Specialists  
Legal Stationers and Publishers  
Head Office Telephone 0117 923 0600 Fax 0117 923 0063**