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The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having a Share Capital

**NEW**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**QC 30 (BRISTOL) MANAGEMENT LIMITED<sup>1</sup>**



(adopted by Written Resolution dated 25th November 2005)

1. The Company's name is QC 30 (Bristol) Management Limited.<sup>2</sup>
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - (A) To acquire the freehold interest in the common parts of the development consisting of up to 10 units known collectively as QC 30, 30-36 Queen Charlotte Street, Bristol ("the Development"), and to hold the same as an investment for the benefit of the owners for the time being of the Development.
  - (B) To manage maintain and uphold the Development to collect the rents and income in respect thereof and perform and observe the covenants to which the freehold of the Development may be subject.
  - (C) To borrow and raise money in such manner as the Company shall think fit.
  - (D) To do such other things as are incidental or conducive to the attainment of the above objects or are as calculated to enhance the value and beneficial advantage of the Development.
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 its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding one pound.
6. No person shall be admitted to membership of the Company other than the subscribers below and the owners for the time being of any unit forming part of the Development. Section 17 of the Companies Act, 1985, shall not apply to this paragraph.

<sup>1</sup> Changed by Written Resolution dated 25 November 2005.

<sup>2</sup> Changed by Written Resolution dated 25 November 2005.

The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having a Share Capital

**NEW**  
**ARTICLES OF ASSOCIATION**  
**OF**

**QC 30 (BRISTOL) MANAGEMENT LIMITED<sup>3</sup>**

(adopted by Written Resolution dated 25<sup>th</sup> November 2005)

**GENERAL**

1. In these Articles:

“**Act**” means the Companies Act, 1985.

“**Council**” means the council of management constituted in accordance with Article 28.

“**owners**” means the lessees for the time being of the units forming part of the property and “owner” shall be construed accordingly.

“**property**” means the block of offices known as QC 30, 30-36 Queen Charlotte Street Bristol.

“**seal**” means the common seal of the Company.

“**Secretary**” means any person appointed to perform the duties of the secretary of the Company.

“**Units**” means the individual office units which collectively form the Property, and “Unit” shall be construed accordingly.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference 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 at which these Articles become binding on the Company.

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

3. The Company is a private company.

**MEMBERSHIP**

4. The number of members shall be limited to one member per unit.

5. The subscribers to the Memorandum of Association and all owners who apply in writing for membership shall be members of the Company.

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<sup>3</sup> Changed by Written Resolution dated 25<sup>th</sup> November 2005.

6. Where two or more persons jointly are the owners of one unit they shall together constitute one member and the person whose name first appears in the register of members shall exercise the voting and other powers vested in such member.
7. The subscribers to the Memorandum of Association shall cease to be members as soon as the owners of all the units have become members. A member shall cease to be such on ceasing to be an owner and on the registration as a member of his successor in title. A member shall have the right at any time to resign his membership of the Company. The trustee in bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become if, at the time of his application for membership, he is an owner.

#### GENERAL MEETINGS

9. 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 or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.
10. All general meetings other than annual general meetings shall be called extraordinary general meetings.
11. 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 368 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.
12. 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 the meeting and, in case of special business, the general nature of that business shall be given, in the 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 these Articles 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 specified in these Articles, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

14. 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.
15. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceed to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
17. The Chairman of the Company shall preside as Chairman at every general meeting of the Company, or if there is no Chairman for the time being, 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 present shall elect some other member of the Council to be Chairman of the meeting. 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 Chairman of the meeting.
18. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.
19. 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 on the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present in person or by proxy.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings 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 such resolution. The demand for a poll may be withdrawn.
20. Except as provided in Article 22, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
22. 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 business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

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 of and to attend and vote at general meetings 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 present in person or by proxy shall have one vote.
25. On a show of hands or on a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### COUNCIL OF MANAGEMENT

28. Until otherwise determined by the Company in general meeting, the number of Council members shall not be less than four.
29. The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.

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.

31. 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

32. 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

33. 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 by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act 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.

34. 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.
35. The Council shall cause minutes to be made in books provided for the purpose of:-
- (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 and of any Committee of the Council;
  - (c) of all resolutions and proceedings at all meetings of the Company and of the Council and of committees of the Council.
36. The members for the time being of the Council may act notwithstanding any vacancy in 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 Article 28, it shall be lawful for them to act as Council for the purpose of filling vacancies in their body, or of summoning a general meeting, but not for any other purpose.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

37. The office of Council member shall be vacated if:-
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - (b) he becomes bankrupt or make any arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either:-
    - (i) 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 Act 1960, or
    - (ii) 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
  - (d) he ceases to be a member of the Company; or
  - (e) if by notice in writing to the Company he resigns his office.
38. 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 otherwise agreed between themselves) be determined by lot.
39. 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 be 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.

40. 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 COMPANY

41. 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, any two members of the Council 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.
42. 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.
43. 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.
44. 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 two 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.
45. 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 or 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 disqualified to be a member of the Council or of the committee.
46. 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 as valid and effectual as if it had been passed at a meeting of the Council or of such committee respectively duly convened and constituted.

#### SECRETARY

47. 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 SEAL

48. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for that purpose.

### ACCOUNTS

49. The Council shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place;
  - (b) all sales and purchases of goods by the Company; and
  - (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

50. The books of account shall be kept at the Company's registered office, or, subject to Section 222 of the Act, at such other place or places as the Council think fit, and shall always be open to inspection by the members of the Council.
51. The books of account shall be open to the inspection of any member of the Company on reasonable notice.
52. At the annual general meeting in every year the Council shall lay before the Company an income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company made up to a date not more than four months before such meeting) together with a balance sheet made up as at the same date.

Every such balance sheet shall be accompanied by reports of the Council and the Auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act.

### AUDIT

53. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
54. Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Council being treated as the directors mentioned in the Act.



### NOTICES

55. A Notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members or by delivering it at his registered address.
56. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
57. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

### DISSOLUTION

58. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be transferred either to some other institution (whether or not a member of the Company) having objects similar to the objects of the Company or to some institution (whether or not a member of the Company) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Company at or before the time of dissolution.