

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

(As altered by Special resolution passed on 21st November 2000)

of

ST MARY'S ISLAND RESIDENTS' ASSOCIATION LIMITED

1. The Company's name is ST MARY'S ISLAND RESIDENTS' ASSOCIATION LIMITED
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - 3.1. To promote the common interests of and to provide services to residents on the land known as St Mary's Island, Chatham Maritime shown edged red on the a plan annexed to an Agreement dated 41h June 1996 made pursuant to Section 106 of the Town and Country Planning Act 1990 between Gillingham Borough Council (1) The Urban Regeneration Agency (2) and Countryside Maritime Limited (3) ("the Estate"),
 - 3.2. To erect, repair and renew buildings and structures on the Estate or purchase or lease or otherwise acquire buildings on the Estate for the purposes of offering any sporting, leisure or social activity or any other activity intended to benefit the residents on the Estate.
 - 3.3. To operate public houses, bars, restaurants and other catering facilities and generally to provide and operate such amenities for the benefit of the residents of the Estate as the Company may think fit.
 - 3.4. To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company, and to select and accept subscriptions and donations (whether real or personal property) and demises and bequests for the purposes of the Company.
 - 3.5. To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases of licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be considered expedient.

- 3.6. To purchase, subscribe for or otherwise acquire and hold and deal with, any shares, stocks, debentures, bonds or securities of any other Company.
- 3.7. To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.
- 3.8. To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.
- 3.9. To lend or advance any money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.
- 3.10. To borrow or raise money on such terms and on such security as may be considered expedient and in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital.
- 3.11. To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- 3.12. To draw, make, accept, endorse, negotiated, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.
- 3.13. To establish and maintain or procure the establishment and maintenance of, any pension, superannuation funds or retirement benefits schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or who were at the time in the employment or service of the Company, or who may be or have been Directors or officers of the Company, and the wives, widows, families and dependants of any such persons and to establish, subsidise and subscribe to any institutions, associations, societies, clubs trusts or funds calculated to be of benefit of, or to advance the interest and well being of, the Company or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.
- 3.14. To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient and either gratuitously or otherwise.

- 3.15. To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient.
- 3.16. To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.
- 3.17. To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.

It is hereby declared (1) that where the context so admits, the word "company" in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and (2) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10.00) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities 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.