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**The Companies Act 1985**  
**(As amended by the Companies Act 1989)**  
**Private Company Limited by Shares**  
**MEMORANDUM OF ASSOCIATION**



OF

**RENAISSANCE MANCHESTER HOTEL OPERATING COMPANY LIMITED**

1. The Company's name is Renaissance Manchester Hotel Operating Company Limited\*.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - A.
    - (i) To carry on business as a general commercial company.
    - (ii) To carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business by it.
    - (iii) To undertake all or any of the following objects.
  - B. To carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the shares, stock, debenture stock, loan stock, bonds, obligations, securities, property, rights, privileges or other interests of or in any company, corporation, firm or undertaking carrying on business of any kind whatsoever in any part of the world and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions undertakings and businesses of every description and to carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to manage, conduct, supervise, control and co-ordinate the activities, businesses, operations or affairs of any company, corporation or firm in which the Company is for the time being interested and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected or associated with the Company.

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\* Name changed from Marriott Manchester Hotel Operating Company Limited to Renaissance Manchester Hotel Operating Company Limited by Certificate of Incorporation on Change of Name dated 16<sup>th</sup> May 2005.

- C. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- D. To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- E. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- F. To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.
- G. To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, both present and future including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.
- H. To stand surety for or guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or 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 or by both such methods; and, in particular, but without prejudice to the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien as aforesaid or by both

such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) ("the Act") or another subsidiary (as defined by the said Section) of any such holding company or a subsidiary (as defined by the said Section) of the Company.

- I. To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company.
- J. 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.
- K. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- L. To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons who are or were at any time directors or officers of the Company, or of any such other company as aforesaid, and the spouses, widows, widowers, families and dependants of any such persons, and also to establish and subsidise or

subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance the interests and well being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

M. To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would, or might derive any benefit, whether direct or indirect.

N. To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company, or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.

O. To amalgamate with any other company.

P. To sell or dispose of the undertaking, property and assets of the Company or any part thereof, in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.

Q. To distribute any of the Company's property or assets among the members in specie.

- R. To cause the Company to be registered or recognised in any foreign country.
- S. To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, subcontractors, trustees or otherwise.
- T. To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word 'company' in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

We, the subscriber 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 name.

| Name and Address of Subscriber                                    | Number of shares<br>taken by the<br>Subscriber |
|---|--|
| Marle Nominees Limited<br>7 Albemarle Street<br>London<br>W1S 4HQ | 1  |
| Total shares taken  | 1  |

Dated 11 May 2005

Witness to the above signature

Sally James  
CITCO London Limited  
7 Albemarle Street  
London  
W1S 4HQ

**The Companies Act 1985  
(As amended by the Companies Act 1989)  
Private Company Limited by Shares  
ARTICLES OF ASSOCIATION**

**OF**

**RENAISSANCE MANCHESTER HOTEL OPERATING COMPANY LIMITED \***

**1. INTRODUCTION**

- 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 by the Companies Act 1985 (Electronic Communications) Order 2000/2001 (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.

**2. DEFINITIONS AND INTERPRETATION**

- 2.1 In these Articles unless the context otherwise requires:

**these Articles** means the Articles of the Association in their present form or as from time to time altered;

- 2.2 In the first line of Regulation 1, after the word "regulations" the words "and in any articles adopting the whole or part the same" shall be inserted.
- 2.3 A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provisions of these Articles.
- 2.4 The headings are inserted for convenience only and shall not affect the construction of these Articles.

**3. ALLOTMENT OF SHARES**

- 3.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to Articles 3.3 below) allot, grant options over to or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

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- 3.2 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.
- 3.3 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.

#### **4. SHARES**

- 4.1 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.
- 4.2 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."
- 4.3 Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
- 4.4 Regulation 35 of Table A shall not apply to the Company.
- 4.5 Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.
- 4.6 Subject to Chapter VI of Part V of the Act, the Company may give financial assistance for the purpose of or in connection with any purchase or acquisition of shares made or to be made in the Company or its holding company.



## **5. TRANSFER OF SHARES**

- 5.1 The directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company.

## **6. GENERAL MEETINGS**

- 6.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 6.2 below, two persons entitles to vote upon the business to be transacted, each being a member or a proxy of a member or a duly authorised representative of a corporation, shall be a quorum.
- 6.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.
- 6.3 Regulations 40 in Table A shall not apply to the Company.
- 6.4 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in Article 6.7 below.
- 6.5 Any decision taken by a sole member pursuant to Article 6.4 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.
- 6.6 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office 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.
- 6.7 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. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulations 54 in Table A shall be modified accordingly.
- 6.8 Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat a facsimile transmission or other machine made copy of an instrument appointing a proxy as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly.
- 6.9 Resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a

General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply to the Company.

6.10 Subject to the provisions of the Act, all or any of the members may participate in a general meeting by means of any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the chairman of the meeting is then present.

6.11 In the case of:

- a body corporate which is a member of the Company the signature of a director or the secretary of that body corporate; or
- joint holders of a share the signature of any one such joint holders,

shall be sufficient for the purposes of passing resolutions in writing pursuant to Regulation 53 or section 381A of the Act or recording decisions in accordance with Article 6.5.

6.12 In the case of a body corporate which is a member a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of Regulation 54, unless the Company has received notice to the contrary.

## **7. APPOINTMENT OF DIRECTORS**

7.1 The minimum number of directors shall be one and, in the event of there being a sole director, he shall have all the powers and be subject to all the provisions herein conferred on the directors and he or any alternate director appointed by him shall alone constitute a quorum at any meeting of the directors. Regulations 64, 89 and 90 shall be modified (and all other Regulations in these Articles relating to directors shall be construed) accordingly.

7.2 The directors shall not be required to retire by rotation and:

7.2.1 Regulations 73 to 77 inclusive, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company;

7.2.2 Regulation 78 shall apply but with the deletion of the words "and may also determine the rotation in which any additional directors are to retire"; and

7.2.3 the last two sentences of Regulation 79 shall not apply to the Company.

- 7.3 Unless and until otherwise determined by the Company or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.

## **8. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 8.1 The word "automatically" shall be inserted before the word "vacated" in the first line of Regulation 81 in Table A. The office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and regulation 81 shall be modified accordingly.

## **9. BORROWING POWERS**

- 9.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon terms and in such manner as they think fit, and subject (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.

## **10. ALTERNATE DIRECTORS**

- 10.1 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 appointer as such appointer 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.
- 10.2 A director or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any)

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

## **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 or in the case of an alternate director, his appointer, or any person connected with him 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 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.
- 12.4 Any director may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

## **13. EXECUTION OF DOCUMENTS**

- 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 of 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.

- 13.2 The Company may have an official seal for use abroad under the provisions of section 40 of the Act where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agent or agents, committees or committee abroad to be duly authorised agents of the Company, for the purpose of affixing and using such official seal and may impose such restrictions on the use thereof as may be thought fit. Where there is in these Articles reference made to the seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal.

#### **14. NOTICES**

- 14.1 Any notice or other document may be served on or delivered to any Member by the Company either personally, or by sending it by post addressed to the Member at his registered address or by facsimile transmission or telex or other instantaneous means of transmission to a number provided by the Member for this purpose, or by leaving it at his registered address addressed to the Member, or by any other means authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 1 of Table A shall be modified accordingly.
- 14.2 Without prejudice to regulations 112 to 116 inclusive in Table A, the Company may give notice to a member by electronic means provided that:-
- 14.2.1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and
- 14.2.2 the electronic means used by the Company enables the member concerned to read the text of notice.
- 14.3 A notice given to a member personally or in a form permitted by Article 14.1 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.
- 14.4 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 14.2 above.
- 14.5 In this article "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

## **15. INDEMNITY**

- 15.1 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.
- 15.2 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.
- 15.3 Regulation 118 in Table A shall not apply to the Company.

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Name and address of Subscriber

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Marle Nominees Limited  
7 Albemarle Street  
London  
W1S 4HQ

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Dated: 11 May 2005

Witness to the above Signature:-

Sally James  
CITCO London Limited  
7 Albemarle Street  
London  
W1S 4HQ

Memorandum

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Articles of Association

Of

Renaissance Manchester Hotel  
Operating Company Limited