

The Companies Act 2006.
Company limited by Guarantee and not having a Share Capital

Articles of Association
of
TWICKENHAM DISTRICT MASONIC COUNCIL LIMITED.

1st October 2021

DEFINITIONS

Act	The Companies Act 2006
These Presents	These Articles of Association and the regulations of the Council from time to time in force
Member	Has the meaning given in section 112 of the Companies Act 2006
Founder	Active member of a Unit who contributes to the funds of the Council. Founders shall be entitled to attend the Annual General Meeting, but shall not be entitled to vote. Founders who cease to be an Active member of a Unit shall cease to be a Founder.
Representative	Representative member as defined in Article 1
Unit	Lodge, Chapter or other Masonic Body regularly meeting at Cole Court and at the discretion of the Board
Active member of a Unit	A bona fide paid-up member of such Unit
Council	Twickenham District Masonic Council Limited
Board	The Board of Directors for the time being of the Council
Office	The Registered Office of the Council
Seal	The common seal of the Council
Ordinary Resolution	As per the meaning given in section 282 of the Companies Act 2006
Special Resolution	As per the meaning given in section 283 of the Companies Act 2006
Relevant Director	Any Director or former Director of the Council
Relevant Loss	Any loss or liability which has been or may be incurred by a Relevant Director in connection with that Director's duties or powers in relation to the Council
United Kingdom	Great Britain and Northern Ireland

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when These Presents become binding on the Council.

MEMBERSHIP

1. A Member shall be the Representative of a Unit such that every Unit, subject to the approval of the Board, shall be entitled to nominate a member of that Unit as Representative.

The qualification of a Representative so nominated shall be that:

- (a) he be an active member of the Unit of which he is the duly nominated Representative;
- (b) he be a Founder;
- (c) he be selected by that Unit and confirmation be forwarded to the Company Secretary by the Secretary of the Unit which he represents;
- (d) he sign a written consent to become a Representative in accordance with the provisions contained in These Presents.
- (e) no person shall represent more than one Unit.

A Representative duly appointed in accordance with the foregoing provisions, shall cease to be a Member when either he or the Unit of which he is the Representative shall notify the Company Secretary in writing that he no longer holds the requisite qualifications, or he has signified his intention, in writing, of resigning as Representative.

In the event of a Representative ceasing to be a Member by notification as aforesaid the Unit should appoint a new Representative as provided in These Presents.

2. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Council in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- (a) payment of the Council's debts and liabilities contracted before he ceases to be a Member;
- (b) payment of the costs, charges and expenses of winding up;
- (c) adjustment of the rights of the contributories among themselves.

GENERAL MEETINGS

3. The Council shall hold a General Meeting in every calendar year as its Annual General Meeting within 6 months of the end of its financial year at such time and place as may be determined by the Board, provided that every General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.

4. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

5. The Board may whenever they think fit convene an Extraordinary General Meeting, or Extraordinary General Meetings may be convened by such requisition as provided by the Act.

6. Twenty-one days' notice at the least shall be given of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given),

7. 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 any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. The Chairman of the Board shall preside as Chairman at every General Meeting, but if the Chairman is absent, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Representatives present shall choose another member of the Board, or if no such member be present, or if all the members of the Board present decline to take the Chair, they shall choose a Representative who shall be present to preside.

9 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the Annual Accounts, the reports of the Board and the election of the Board in the place of those retiring,

10. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty-five Representatives personally present shall be a quorum.

11. 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 Representatives, shall be dissolved. In any other case it shall stand adjourned to such other place date and time as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Representatives present shall be a quorum.

12. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which would 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 Representatives shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

13. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Representatives present in person and entitled to vote in accordance with Article 18, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Representatives present in person, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or not, and an entry to that effect in the minutes of the Council 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.

14 Subject to the provisions of Article 15, 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. A demand for a poll may be withdrawn if the poll has not yet been taken and the Chairman consents to the withdrawal.

15. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

16. 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.

17. The demand of 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.

VOTES OF MEMBERS

18. Subject as hereinafter provided, every Representative, or proxy, shall have one vote for the Unit which he represents.

19. The instrument appointing a proxy, which shall be in the form directed by the Board directed from time to time, shall be in writing and in accordance with Article 55 from the appointing Representative and must be received by the Company Secretary not less than five clear days before the day appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and if in default the proxy shall be treated as not valid. No instrument appointing a proxy shall be valid after the expiration of six months from the date of its execution. A proxy must be a member of the Unit of the Representative appointing the proxy and who must not be a Representative or a proxy of any other Unit.

20. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Representative or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received by the Company Secretary before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

21. The number of members of the Board shall be not less than five nor more than ten.

22. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be four.

23. The Board will elect a Chairman and determine the period for which he is to hold office, not exceeding one year unless re-elected.

24. The Chairman will be the Chairman of all Board Meetings and if the Chairman is not present the Board Meeting will be Chaired by another member of the Board so elected by those Directors present.

25. The Board may at any time appoint any Representative as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any Representative so appointed must stand for election at the next Annual General Meeting if he wishes to remain in office.

26. The Board may at any time appoint as a member of the Board a qualified Accountant, Lawyer, Architect, or other professional or qualified person who is not a Representative but who shall be a Founder and a member of a Unit meeting at Cole Court.

27. The Notice of an impending election to the Board shall be provided to the Members in accordance with Article 53 no less than twelve weeks before the Annual General Meeting.

28. Every Unit that has properly appointed a Representative may nominate such Representative for election to the Board by submitting such nomination in writing to the Company Secretary to be received by him within twenty eight days of the Notice of an impending election referred to in Article 27, and giving particulars of the Business qualifications and Masonic activity of such nominee, together with the letter of acceptance of such nomination signed by the nominee accompanied by a copy of the Twickenham District Masonic Centre Ltd Board Protocol signed by the nominee.

29. The particulars of candidates for election to the Board, including their Business qualifications and Masonic activity, shall be provided to the Representatives with the notice convening the Annual General Meeting.

POWERS OF THE BOARD

30. A meeting of the Board shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Council for the time being vested in the Board generally.

31. Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded.

32. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Council and of the Board, and all business transacted at such meetings, and any such minutes of any meeting, and if those minutes be passed as a true record at the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

COMMITTEES

33. The Board may appoint Committees consisting of such members of the Board as it thinks fit for the purpose of enquiring into any subject matter referred to it and reporting thereon to the Board. Any such Committees so appointed shall conform to any regulations that may be imposed on them by the Board.

CONFLICTS OF INTEREST

34. Every member of the Board must state at the beginning of their first Board Meeting any matter or matters which may be deemed to be a conflict of interest. The membership of a Masonic Unit or Units is not deemed a conflict of interest. Should there be a change in any member of the Board's position with regard to a possible conflict of interest this change must be stated at the beginning of the next Board Meeting they attend or at any meeting at which a conflict of interest may be deemed to exist.

35. If a proposed decision of Directors is concerned with an actual or proposed transaction or arrangement with the Council in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

36. But if Article 37 applies, a Director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

37. This article applies when:

- (a) the company by Ordinary Resolution dis-applies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
- (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the Director's conflict of interest arises from a permitted cause.

38. For the purposes of this article, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Council or any of its subsidiaries;
- (b) subscription, or an agreement to subscribe, for securities of the Council or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Council or any of its subsidiaries which do not provide special benefits for Directors or former Directors.

39. For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

40. Subject to article 41, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.

41. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purpose

DISQUALIFICATION OF MEMBERS OF THE BOARD

42. A person ceases to be a Director with immediate effect if:

- (a) by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (e) he ceases to be a Representative;

(f) two thirds of of the Board or if their number is not a multiple then the number nearest to two-thirds vote to remove a Director, following a written proposition submitted by a Board member and written notice submitted to the Director in question not less than five days prior to the meeting of the Board at which the vote is taken;

(g) after failing to attend fifty per cent of such meetings over a rolling twelve-month period and directed by the Board;

43. Notification is received by the Company Secretary from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

ROTATION

44. Every year one-third of the members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one-third, being those who have held office for the longest period, shall retire from office. In the event of any dispute over which Directors are due to retire, the dispute will be resolved by the Board. A retiring member of the Board shall again be eligible for election subject to the provisions of Article 28.

MEMBERS' RESERVED POWER

45. The Representatives may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.

46. No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

47. The Board may exercise all the powers of the Council to borrow money and to mortgage or charge its undertaking and property and to issue debentures, debenture stock and other securities. Provided that the amount for the time being remaining undischarged of monies borrowed or secured by the Board as aforesaid shall not at any time without the previous sanction of the Council in General Meeting exceed the sum of £250,000 but no debt incurred or security given in respect of monies borrowed in excess of the limit hereby imposed shall be invalid or ineffectual except in the case of express notice at the time when the debt was incurred or security given that the limit hereby imposed had been exceeded.

COMPANY SECRETARY

48. The Company Secretary shall be a Founder and shall be appointed by the Board for such term not exceeding one year unless re-appointed and upon such conditions as it may think fit; and any Company Secretary so appointed may be removed by it at any time.

49. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the Seal shall be affixed shall be signed by two members of the Board and shall be countersigned by the Company Secretary or by a third member of the Board or some other person appointed by the Board for that purpose.

ACCOUNTS

50. The Board shall cause proper accounting and other records and documents to be kept.

51. Except as provided by law or authorised by the Directors or an Ordinary Resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a Representative.

52. At the Annual General Meeting in every year the Board shall lay before the Council a copy of the Annual Accounts for the year last ended, duly finalised by a firm of accountants.

NOTICES

53. A notice may be served by the Council upon any Representative, either personally, by email or by sending it through the post in a prepaid letter, addressed to such Representative at his registered address as appearing in the Register of Members.

54. Any Representative described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Council an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notice served upon him at such address, but save as aforesaid, only those Representatives who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Council.

55. Any notice shall be deemed to have been served by the second day following that on which the letter is posted and shall be sufficient to prove that the said notice was properly addressed and posted. In the case of an email, an email shall be deemed to have been served 24 hours from the time of sending.

DISSOLUTION

56. Clause 8 of the Memorandum of Association of the Council relating to the winding up and dissolution of the Council shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

57. Subject to Article 58, a Relevant Director of the Council and Trustee may be indemnified out of the Council's assets against:

(a) any liability incurred by that Relevant Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Council;

(b) any other liability incurred by that Director as an officer of the Council or an associated entity.

58. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

INSURANCE

59. The Directors may decide to purchase and maintain insurance, at the expense of the Council, for the benefit of any Relevant Director in respect of any Relevant Loss.

TRUSTEES

60. The Council may appoint Trustees for any of the purposes of the Council as the Council determine, and they shall be appointed and removed by the Council and have such powers and indemnities, and perform such duties, and be subject to such regulations as the Council determine; they shall become members of the Council.