

Company Number: 00735916

The Companies Act 2006

Company Limited By Shares

Written special resolution of

The Abbeyfield Axminster Society Limited ('the Company')

Circulation date 13 November 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions:

1. That the draft Articles of Association attached to this written special resolution be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the Company's existing Articles of Association.
2. That the existing Memorandum of Association of the Company be amended and restated such that it conforms with the draft Memorandum of Association attached to this written special resolution.

Agreement

Please read the notes at the end of this document before signifying your agreement to the resolution.

We the undersigned, being members of the Company entitled to vote on the resolution on the date indicated below, hereby irrevocably agree to the special resolutions set out herein:

Mrs Cynthia Buckingham

.....*C Buckingham*.....

Date: 13 11 09

Dr Richard Malcolm

.....*R.3 Malcolm*.....

Date: 13 11 09

Mr Alan Buckingham

.....*Alan Buckingham*.....

Date: 13 - 11 - 09



RM

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09/12/2009
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J Hyde

Mrs VI Pym

ABSENT SICK

Date:

Mrs Anne Ross

A. Ross.

Date: 13. 11. 09

Mr Michael Steer

Michael Steer

Date: 13. 11. 09.

Mrs Elizabeth McMurtry

ES

Date: 13. 11. 09.

I hereby certify that this written special resolution has been passed with effect from 13 November 2009.

Signed:

A. J. H. H. H.

Chairman

Notes

1. If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company within 5 days.
2. If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.

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4. This written special resolution shall be effective from the date on which at least 75% of the members listed above have signed this written special resolution or, if later, 13 November 2009.
5. Unless, by 28 days after the circulation date specified above sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.

Annex 1: Draft revised Memorandum of Association of the Company

Annex 2: Draft revised Articles of Association of the Company

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The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association
of
The Abbeyfield Axminster Society Limited

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bwbllp.com
006156/0109



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WE, the several persons whose names and addresses
are subscribed are desirous of being formed into a Company
in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- | Full name, & address | Description |
|---|-----------------------|
| 1. Stanley Drake
The Quarry House
Ashurst Wood
East Grinstead. | Minister of Religion |
| 2. Francis Herbert Wall
Whitwood, Telecent, East Grinstead
<u>Francis H. Wall</u> | Retired Bank Official |

DATED the 23rd day of November 1961.

WITNESS to the above Signatures :-

Thomas S. Frontland (Witness)
2nd Duke Street,
London, W.1.

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The Companies Acts 1948 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
The Abbeyfield Axminster Society Limited

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The Companies Acts 1948 to 2006

Company Limited by Guarantee and not having a Share Capital

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The Companies Acts 1948 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of The Abbeyfield Axminster Society Limited

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in Schedule 1 to these Articles.

2. Schedule

The provisions set out in Schedule 2 to these Articles, which formerly were party of the Society's Memorandum of Association, shall apply as provisions of these Articles.

COMMITTEE MEMBERS

COMMITTEE MEMBERS' POWERS AND RESPONSIBILITIES

3. Committee Members' general authority

Subject to the Articles, the Committee Members are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society.

4. Chair

The Chair of the Executive Committee shall be ex-officio the chief executive officer of the Member (or if such job title is not in use the person holding the equivalent position).

5. Committee Members may delegate

5.1 Subject to the Articles, the Committee Members may delegate any of their powers or functions to any committee.

5.2 Subject to the Articles, the Committee Members may delegate the implementation of their decisions or day to day management of the affairs of the Society to any person or committee.

5.3 Any delegation by the Committee Members may be:

5.3.1 by such means;

5.3.2 to such an extent;

5.3.3 in relation to such matters or territories; and

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5.3.4 on such terms and conditions;

as they think fit.

- 5.4 If the Committee Members so specify, any such delegation may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person to whom they are delegated.
- 5.5 The Committee Members may revoke any delegation in whole or part, or alter its terms and conditions.
- 5.6 The Committee Members may by power of attorney or otherwise appoint any person to be the agent of the Society for such purposes and on such conditions as they determine.

6. Committees

6.1 In the case of delegation to committees:

- 6.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
- 6.1.2 the composition of any committee shall be entirely in the discretion of the Committee Members and may comprise such of their number (if any) as the resolution may specify;
- 6.1.3 the deliberations of any committee must be reported regularly to the Committee Members and any resolution passed or decision taken by any committee must be reported promptly to the Committee Members and every committee must appoint a secretary for that purpose;
- 6.1.4 the Committee Members may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
- 6.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Society except where authorised by the Committee Members or in accordance with a budget which has been approved by the Committee Members.
- 6.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Committee Members so far as they apply and are not superseded by any regulations made by the Committee Members.

DECISION-MAKING BY COMMITTEE MEMBERS

7. Committee Members to take decisions collectively

Any decision of the Committee Members must be either a majority decision at a meeting or a decision taken in accordance with Article 13.

8. Calling a Committee meeting

- 8.1 Two Committee Members may (and the Secretary, if any, must at the request of two Committee Members) call a Committee meeting.
- 8.2 A Committee meeting must be called by at least seven Clear Days' notice unless either:
- 8.2.1 all the Committee Members agree; or
 - 8.2.2 urgent circumstances require shorter notice.
- 8.3 Notice of Committee meetings must be given to each Committee Member.
- 8.4 Every notice calling a Committee meeting must specify:
- 8.4.1 the place, day and time of the meeting;
 - 8.4.2 the general nature of the business to be considered at such meeting; and
 - 8.4.3 if it is anticipated that Committee Members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 8.5 Notice of Committee meetings need not be in Writing. Notice of Committee meetings may be sent by Electronic Means to an Address provided by the Committee Member for the purpose.

9. Participation in Committee meetings

- 9.1 Subject to the Articles, Committee Members participate in a Committee meeting, or part of a Committee meeting, when:
- 9.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 9.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 9.2 In determining whether Committee Members are participating in a Committee meeting, it is irrelevant where any Committee Member is or how they communicate with each other.
- 9.3 If all the Committee Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

10. Quorum for Committee meetings

- 10.1 At a Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 10.2 The quorum for Committee meetings may be fixed from time to time by a decision of the Committee Members, but it must never be less than two Committee Members, and unless otherwise fixed it is two or one-third of the total number of Committee Members, whichever is the greater.

11. Chairing of Committee meetings

The Chair, if any, or in his or her absence another Committee Member nominated by the Committee Members present shall preside as chair of each Committee meeting.

12. Decision-making at meetings

- 12.1 Questions arising at a Committee meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

- 12.2 But this does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

13. Decisions without a meeting

- 13.1 The Committee may take a unanimous decision without a Committee Members' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Committee Member or to which each Committee Member has otherwise indicated agreement in Writing.

14. Conflicts of interest

- 14.1 Whenever a Committee Member finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Committee Members unless, or except to the extent that, the other Committee Members are or ought reasonably to be aware of it already.

- 14.2 Whenever a Committee Member has a Conflict of Interest either in relation to a matter to be discussed at a meeting or a decision to be made in accordance with Article 13 he or she must:

14.2.1 remain only for such part of the meeting as in the view of the other Committee Members is necessary to inform the debate;

14.2.2 not be counted in the quorum for that part of the meeting; and

14.2.3 withdraw during the vote and have no vote on the matter.

- 14.3 Committee Members shall at all times act in the best interests of the Society. Nevertheless, the interests of the Member shall be disregarded when applying the provisions of Article 14 and any Conflict of Interest between the Member and the Society is authorised by these Articles.

15. Validity of Committee Member actions

All acts done by a person acting as a Committee Member shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Committee Member.

APPOINTMENT AND RETIREMENT OF COMMITTEE MEMBERS

16. Number of Committee Members

There shall be at least two Committee Members.

17. Appointment and retirement of Committee Members

17.1 The Committee Members shall be ex-officio the chief executive officer and finance director of the Member or if such job titles are not in use those holding equivalent positions.

17.2 Additional Committee Members may be appointed:

17.2.1 By the Member serving written notice on the Society; or

17.2.2 By resolution of the Committee.

17.3 No person may be appointed as a Committee Member unless

17.3.1 he or she has reached the age of 18 years;

17.3.2 he or she has been approved or appointed in writing by the Member.

18. Termination of Committee Member's appointment

A person ceases to be a Committee Member as soon as:

18.1 that person ceases to be the chief executive officer or finance director of the Member or, if such job titles are not in use, ceases to occupy any equivalent position.

18.2 that person ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

18.3 that person is disqualified under the Charities Act 1993 from acting as a trustee of a charity;

18.4 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

18.5 a composition is made with that person's creditors generally in satisfaction of that person's debts;

- 18.6 notification is received by the Society from the Committee Member that the Committee Member is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Committee Members will remain in office when such resignation has taken effect);
- 18.7 he or she is removed by written notice delivered to him or her by or on behalf of the Member.

MEMBERS

19. Sole membership

- 19.1 The Member shall be the sole member of the Society.
- 19.2 In the event of a reconstruction or amalgamation of the Member without insolvency the Committee shall admit its successor or amalgamated organisation as a member.
- 19.3 In the event that the Member goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or receiver or an administrative receiver appointed over all of its assets or an order made or a resolution passed for its winding up the Member's membership shall automatically cease, the Committee shall after consultation (as far as practicable) with representatives of the Member admit any other person or persons willing to become the member or members of the Society to membership.
- 19.4 The Member's chief executive officer or such other individual as the member appoints shall be its authorised representative and their identity shall be noted in the register of members. The Member shall be able to replace its authorised representative with any individual by giving notice in writing to the Society.

ORGANISATION OF GENERAL MEETINGS

20. General meetings

- 20.1 Subject to the provisions of the Companies Acts, the Society shall dispense with the holding of general meetings and all resolutions of the Society shall be passed by way of written resolution signed by or on behalf of the Member which resolution shall be sent to the Society's auditors in accordance with the Companies Acts.
- 20.2 If in accordance with the Companies Acts a general meeting is required to be held then the meeting shall be called and held in accordance with the model regulations for a company limited by guarantee in force on the date of the adoption of these Articles.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

21. Secretary

- 21.1 The Secretary shall be ex-officio the company secretary of the Member or if such title is in use the person holding an equivalent position.

21.2 A person ceases to be the Secretary as soon as that person ceases to be the company secretary of the Member or, if such title is not in use, ceases to occupy an equivalent position.

21.3 If there is no Secretary:

21.3.1 anything authorised or required to be given or sent to, or served on, the Society by being sent to its Secretary may be given or sent to, or served on, the Society itself, and if addressed to the Secretary shall be treated as addressed to the Society; and

21.3.2 anything else required or authorised to be done by or to the Secretary of the Society may be done by or to a Committee Member, or a person authorised generally or specifically in that behalf by the Committee Members.

22. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such informality, irregularity, want of qualification or lack of specification shall invalidate it.

23. Minutes

23.1 The Committee Members must cause minutes to be made in books kept for the purpose:

23.1.1 of all appointments of officers made by the Committee Members;

23.1.2 of all resolutions of the Society and of the Committee Members (including, without limitation, decisions of the Committee Members made without a meeting); and

23.1.3 of all proceedings at meetings of the Society and of the Committee Members, and of committees of Committee Members, including the names of the Committee Members present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Committee Members' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Committee Member of the Society, be sufficient evidence of the proceedings.

23.2 Minutes made pursuant to Articles 23.1.2 and 23.1.3 must be kept for at least ten years from the date of the meeting, resolution or decision.

24. Records and accounts

24.1 The Committee Members shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

24.1.1 annual reports;

24.1.2 annual returns; and

24.1.3 annual statements of account.

25. Indemnity

Every Committee Member or other officer (including Auditor) of the Society shall be entitled to be indemnified out of the assets of the Society against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso of Section 205 of the Companies Act 1948) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Committee Member or other officer (including Auditor) shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Society in the execution of the duties of his office or in relation thereto; but this article shall only have effect insofar as its provisions are not avoided by the said section.

26. Exclusion of model articles

Except as expressly provided in Article 20, the relevant model articles for a company limited by guarantee are hereby expressly excluded.

SCHEDULE 1
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.2	"Articles"	the Society's articles of association;
1.3	"Chair"	has the meaning given in Article 4;
1.4	"Society"	The Abbeyfield Axminster Society Limited;
1.7	"the Committee"	means the Executive Committee of the Society;
1.8	"Committee Member"	a director of the Society, and includes any person occupying the position of director, by whatever name called;
1.9	"Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Society;
1.10	"Conflict of Interest"	any direct or indirect interest of a Committee Member (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Society;
1.16	"Member"	means The Abbeyfield Society, a registered company (company number 574816) and a registered Society (Society number 200719);
1.19	"Secretary"	the secretary of the Society (if any);
1.21	"Writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2.	Subject to clause 3 of this Schedule 1, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.	

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3. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Society.

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SCHEDULE 2

1. The name of the Company (hereinafter called "the Society") is "THE ABBEYFIELD AXMINSTER SOCIETY LIMITED."
2. The Registered Office of the Society will be situate in England.
3. The Society is established to relieve aged impotent and poor people of all classes, for the advancement of religion and education and for other charitable purposes beneficial to the community. And as ancillary to the foregoing objects:-
 - (a) To establish, manage, improve and construct in Axminster and elsewhere houses, homes hostels clubs and holiday camps for lonely, neglected, old or handicapped people and provide them there and in their own homes with the care security and Christian love to which they are entitled.
 - (b) To encourage and enable individuals and the community at large to realise live up to and bear their Christian and citizen responsibilities to those who are lonely neglected old or handicapped.
 - (c) To promote and further education by providing in the Axminster area and elsewhere facilities for the practice and encouragement of the Arts, physical training, training in citizenship for juveniles and young persons of all classes to encourage them to take an interest therein and in social, national and international questions and to lead them to a fuller understanding of the Christian religion.
 - (d) To assist and promote the welfare of juveniles and young persons of the poorer classes by establishing homes hostels common rooms and holiday camps for them and there providing for them board lodging and accommodation under proper care and supervision.
 - (e) To provide training and experience for persons interested in social work.
 - (f) To assist, establish, subsidise promote co-operate or federate with affiliate or become affiliated to act as trustee or agent for or manage lend money or any other assistance to any association society or other body corporate or unincorporate established for charitable purposes only, and for the purpose (and only for the purpose) of promoting any objects of the Society to co-operate with manufacturers dealers or other traders and with the press and other sources of publicity.
 - (g) To enter into any arrangements with any authorities municipal local or otherwise that are conducive to the Society's objects, or any of them and to obtain from any such authorities any rights privileges and concessions which it may be desirable for the purposes of the Society's objects for it to obtain and to carry out exercise and comply with such arrangements rights privileges and concessions.
 - (h) Subject to the provisions of Section 14 of the Companies Act 1948 to accept subscriptions donations devises and bequests of and to purchase, take on lease

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or in exchange hire or otherwise acquire and hold sell lease or otherwise dispose of or mortgage any real or personal estate and whether or not subject to any trusts and to construct maintain and alter any of the same as may be deemed necessary or convenient for any of the purposes of the Society.

- (i) To undertake and execute any trusts which may lawfully be undertaken by the Society and are directly or indirectly ancillary to its objects.
- (j) To borrow or raise money for the objects of the Society on such terms (with any necessary consents) and on such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise.
- (k) To draw, make, accept, indorse, discount execute and issue promissory notes, bills, cheques and other instruments and to operate and bank accounts.
- (l) To invest the moneys of the Society not immediately required for its purposes in or upon any investments securities or property as may be thought fit but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (m) To make any charitable donation either in cash or assets which the Society may deem expedient.
- (n) To take such lawful steps by personal and written appeals public meetings or otherwise as may be permissible within the charitable purposes of the Society and from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, subscriptions or otherwise.
- (o) To print and publish or to arrange to have printed and published either gratuitously or by way of sale any newspapers periodicals books or leaflets that the Society may think desirable for the promotion of its objects.
- (p) To employ and pay any person or persons to supervise organise carry on the work of and to advise the Society.
- (q) To establish and support pension superannuation and other schemes for the benefit of persons employed by the Society and to grant pensions or retiring allowances to persons who have been employed by the Society or to their dependants.
- (r) To amalgamate with and to purchase the whole or any part which may lawfully be acquired of the property of any companies institutions societies or associations having objects altogether or in part similar to those of the Society and which shall prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Schedule 2.

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- (s) To pay out of the funds of the Society the costs charges and expenses of and incidental to the formation and registration of the Society.
- (t) To do all such other things as are incidental to the attainment of the objects of the Society or any of them.
- (u) To provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or a breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs or any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.

Provided always that notwithstanding anything herein expressed or implied to the contrary all objects of the Society shall be of a charitable nature.

Provided that the Society shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Society would make it a Trade Union.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Ministry of Education, the Society shall not sell mortgage charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Executive Committee or Governing Body of the Society shall be chargeable for such property as may come into their own hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as may be allowed by law having regard to such trusts.

4. Directors not to have a personal interest. The income and property of the company shall be applied solely towards the promotion of the objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the company, and no director shall be appointed to any office of the company paid by salary or fees or receive remuneration or other benefit in money or money's worth from the company: Provided that nothing in this document shall prevent any payment in good faith by the company:

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- 1 of reasonable and proper remuneration for any services rendered to the company by any member, officer or servant of the company who is not a director;
 - 2 of interest on money lent by any member of the company or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
 - 3 of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;
 - 4 of reasonable and proper rent for property demised or let by any member of the company or a director;
 - 5 to any director of reasonable out of pocket expenses;
 - 6 of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which the directors know to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.
5. The liability of the members is limited.
 6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding-up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required, not exceeding £1.
 7. If upon the winding up or dissolution of the Society 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 Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 4 hereof such institution or institutions to be determined by the members of the Society at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.
 8. True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipt and expenditure takes place

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[Signature]

and of the property credits and liabilities of the Society; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force, such accounts shall be open to the inspection of members. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified auditor or auditors.



**TENANT
SERVICES
AUTHORITY**

The Office for Tenants and Social Landlords
In the matter of the Housing Act 1996

In the matter of **THE ABBEYFIELD AXMINSTER SOCIETY LIMITED** a
Company registered under the Companies Act 1985, whose registered office is at
Abbeyfield House Silver Street Axminster Devon EX13 5AH

WHEREAS **THE ABBEYFIELD AXMINSTER SOCIETY LIMITED** (hereinafter
called "the Landlord") is a registered social landlord within the meaning of Part 1
of the Housing Act 1996

NOW THE OFFICE FOR TENANTS AND SOCIAL LANDLORDS (which may be
referred to as Tenant Services Authority) BY THIS ORDER pursuant to its powers
under paragraph 11(3) of Schedule 1 to the Housing Act 1996 **HEREBY**
CONSENTS to an amendment to the Memorandum and Articles of the Landlord

BY ORDER OF THE OFFICE FOR TENANTS AND SOCIAL LANDLORDS in witness
whereof the COMMON SEAL was hereto affixed this 1st day of December
2009

A complete sealed amendment to the Memorandum and Articles of Association of
the Landlord as copy attached

Authorised Signatory

Seal No.

C55945

