

TUESDAY



Company Number No 01672002
Charity Registration No 286002

HAMMERSON HOME CHARITABLE TRUST
(the "Association")

PROOF OF SPECIAL RESOLUTIONS

At an Extraordinary General Meeting of the Association held on 1 March 2012 at Angels, 1 Garrick Road, London NW9 6AA at 10 10am the following resolutions were duly passed as Special Resolutions of the Association

THAT the Memorandum and Articles of Association of the Association adopted on 4 July 1982 be amended in the following manner

- 1 THAT subject to receipt of consent from the Charity Commission, Clause 3 (A) of the existing Memorandum of Association be **deleted** and **replaced** with the following.

"3(A)

The object, for which the Association is established is the relief of poverty, sickness and disability and the advancement of health by providing or assisting in the provision of housing, accommodation, care, financial assistance and other items, services and facilities to Beneficiaries Where 'Beneficiaries' means (i) primarily persons of the Jewish faith, and also (ii) such persons connected or associated with the Jewish community as the trustees see fit, and (iii) such other persons as the trustees see fit, all of whom are (a) elderly, infirm or disabled, and (b) in need of care and assistance "

- 2 a new clause 3(b) (xiii) be added after clause (xii) in the document previously referred to as the Memorandum of Association as follows

"(xiii) To accept a transfer of engagements from any industrial and provident society which may be lawfully accepted by the Association on such terms as the Council of Management may think fit."

- 3 article 14 is **added**, after article 13 of the existing Articles of Association, but before article 14

"14

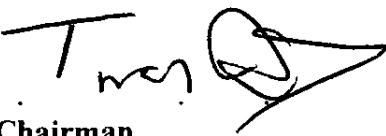
- (a) a member may attend a General Meeting by telephone conference or such other form of communications equipment, provided that all members participating in the meeting are able to hear and speak to each other throughout such meeting,
- (b) a member so participating by telephone or other communication shall be deemed to be present in person at the general meeting and shall be counted in the quorum and entitled to vote. Such a meeting shall be treated as being held and taking place at the place specified in the notice of the meeting,
- (c) a resolution passed at any General Meeting held in accordance with article 14, and signed by the Chairman of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held where all members attended in person "

4 the existing Article 14 be **re-numbered** as 14A,

5 Article 50A is **added**, after article 50 of the existing Articles of Association, but before article 51

"50A All or any of the members of the Council may participate in a meeting of the Council by means of a telephone conference or any other communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a 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 "

5 such other numbering or formatting changes be made to the Articles of Association as may be necessary to ensure that the Articles are accepted by the Registrar of Companies


Chairman

Companies Act 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association of

HAMMERSON HOME CHARITABLE TRUST

Incorporated the 14th day of October 1982

TUESDAY

A02

27/03/2012
COMPANIES HOUSE

#133

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

HAMMERSON HOME CHARITABLE TRUST

1. The Name of the Company (hereinafter called "the Association") is "HAMMERSON HOME CHARITABLE TRUST"
2. The registered office of the Association will be situate in England
3.
 - (A) The object, for which the Association is established is the relief of poverty, sickness and disability and the advancement of health by providing or assisting in the provision of housing, accommodation, care, financial assistance and other items, services or facilities to Beneficiaries Where 'Beneficiaries' means (i) primarily persons of the Jewish faith, and also (ii) such persons connected or associated with the Jewish community as the trustees see fit, and (iii) such other persons as the trustees see fit, all of whom are (a) elderly, infirm or disabled, and (b) in need of care and assistance¹
 - (B) In furtherance of this object but not further or otherwise the Association shall have the following powers -
 - (i) To provide sheltered, residential and hostel accommodation upon terms appropriate to their means
 - (ii) To provide equipment apparatus furniture furnishings and other comforts and amenities including (by way of example only and without prejudice to the generality of the foregoing words) wheelchairs, walking aids, television and radio sets, books and other aids to occupational therapy either by way of gift or loan as may be appropriate to the needs of the persons resident in such accommodation
 - (iii) To maintain repair upkeep and renew such accommodation and of the contents and equipment thereof

¹ As amended by Special Resolution of the Association passed on 1 March 2012

- (iv) To make grants of money or providing or paying for items, services or facilities calculated to reduce the need hardship or distress of such persons whether resident in such sheltered residential and hostel accommodation or in their own homes provided that no payments shall be made directly in relief of rates taxes or other public funds but may be made in supplementing relief or assistance provided out of public funds.
- (v) To provide or meet the whole or any part of the cost of providing recuperative holidays and other outgoings recreational amenities and transport for aged sick or disabled persons in necessitous circumstances whether resident in their own homes or living in such sheltered residential and hostel accommodation aforesaid
- (vi) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct maintain and alter any buildings or erections
- (vii) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (viii) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association
- (ix) To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit and subject to such consents as may be required by law
- (x) To invest the moneys of the Association not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xi) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (xii) To do all such other lawful things as will further the above objects or any of them.
- (xiii) To accept a transfer of engagements from any industrial and provident society which may be lawfully accepted by

the Association on such terms as the Council of Management may think fit²

PROVIDED THAT -

(a) In the case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

(b) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association 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 Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their 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 Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

- 4 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association and no member of its Committee of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association, provided that nothing herein shall prevent any payment in good faith by the Association

(a) of reasonable and proper remuneration to any member officer or servant of the Association (not being a member of its Commutes of Management or Governing Body) for any services rendered to the Association,

(b) of interest on money lent by any member of the Association or of its Committee of Management or Governing Body at a rate per annum not exceeding 2% less than the average base rate (rounded to the nearest ½ per cent) prescribed for the time being by the Committee of London Clearing Banks or 3% whichever is the greater,

² As amended by Special Resolution Association passed on 1 March 2012

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Committee of Management or Governing Body;

(d) of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Committee of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company,

(e) to any member of its Committee of Management or Governing Body of out-of-pocket expenses

5. The liability of the members is limited

6 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, for payment of the debts and liabilities of the Association 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, such amount as may be required not exceeding £10.

7 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, and property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of article 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

8 In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS

MEANINGS

the Act

the Companies Act 2006 including any statutory modification thereof and any provisions thereof for the time being in force;

these presents	these Articles of Association and the regulations of the Association from time to time in force;
the Association	the above-named Company,
the Council	the Council of management for the time being of the Association,
the Office	the registered office of the Association;
the Seal	the common seal of the Association,
the United Kingdom	Great Britain and Northern Ireland;
Month	calendar Month.
In writing	written printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form,

and words importing the singular number only shall include the plural number, and vice versa

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents

9. The number of members with which the Association proposes to be registered is four, but the Council may from time to time register an increase of members.
10. The provisions of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member
11. The Association is established for the purposes expressed in the article 3.
12. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Association

GENERAL MEETINGS

- 13 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- 15 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act
- 16 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing 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), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association: but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- 17 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

18. 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 income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
- 19 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members personally present shall be a quorum

20. 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 members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 21.
- a a member may attend a General Meeting by telephone conference or such other form of communications equipment, provided that all members participating in the meeting are able to hear and speak to each other throughout such meeting,
 - b a member so participating by telephone or other communication shall be deemed to be present in person at the General Meeting and shall be counted in the quorum and entitled to vote. Such a meeting shall be treated as being held and taking place at the place specified in the notice of the meeting,
 - c a resolution passed at any General Meeting held in accordance with article 21, and signed by the Chairman of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held where all members attended in person.³
- 22⁴ The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, 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 members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside
- 23 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any meeting at which an 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 members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting

³ As amended by Special Resolution of the Association passed on 1 March 2012

⁴ As amended by Special Resolution of the Association passed on 1 March 2012

24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association 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. The demand for a poll may be withdrawn.
25. Subject to the provisions of Article 26, 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.
26. No poll shall be demanded on the election of a Chairman of a meeting, or on any, question of adjournment.
27. 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.
28. 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

29. Subject as hereinafter provided, every member shall have one vote.
30. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
31. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by the Act. A proxy need not be a member.
32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such

33. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal 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 at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
35. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit;

36. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than two nor more than seven

37. The first members of the Council shall be the subscribers of the Memorandum of Association
38. The Council may from time to time and at any time appoint any member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office until the next Annual General Meeting, but he shall then be eligible for re-election.
39. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council

POWERS OF THE COUNCIL

40. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
41. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

42. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary or no Secretary capable of acting.

THE SEAL

43. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at

least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 44 The office of a member of the Council shall be vacated-
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (B) If he becomes of unsound mind.
 - (C) If by notice in writing to the Association he resigns his office
 - (D) If he ceases to hold office by reason of any order made under section 188 of the Act
 - (E) If he is removed from office by a resolution duly passed pursuant to of the Act
 - (F) If he ceases to be a member by virtue the Act

ROTATION OF MEMBERS OF THE COUNCIL

- 45 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
- 46 The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
47. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such members shall have been put to the meeting and lost.
- 48 No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the

prescribed time being the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days

49. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase
50. In addition and without prejudice to the provisions the Act, the Association may by Special Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

PROCEEDINGS OF THE COUNCIL

51. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote
52. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
53. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
54. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the

regulations of the Association for the time being vested in the Council generally

55. The Council may delegate any of their powers to committees consisting of such members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council and all acts and proceedings of any such committee shall be fully reported back to the Council as soon as possible.
56. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council
57. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated
58. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.
- 58 A. All or any of the members of the Council may participate in a meeting of the Council by means of a telephone conference or any other communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a 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.⁵

ACCOUNTS

59. The Council shall cause proper books of account to be kept with respect to

⁵ As amended by Special Resolution of the Association passed on 1 March 2012

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association, and
- (C) the assets and liabilities of the Association

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

- 60. The books of account shall be kept at the office, or, subject to the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
- 61. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting
- 62. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all or which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act

AUDIT

- 63. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

- 64 Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those sections

NOTICES

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

gk

No-Of Company
~~The companies Acts 1948- & 1984~~ Companies Act 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum
and Articles
of Association of

HAMMERSON HOME CHARITABLE TRUST
LIMITED

{Incorporated the 14th day of October 1982
}

Formatted: Superscript

Formatted: Border: Bottom
(Single solid line, Auto, 15
pt Line width)

Jordan & Sons Limited
Company formation and Information Services
Printers and Publishers
Jordan House
47, Brunswick Place, London N1 6EE
Telephone 01 253 3030 Telex 261010

TUESDAY

A02

27/03/2012
COMPANIES HOUSE

#141

THE COMPANIES ACTS 1948-1985, 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM ARTICLES OF ASSOCIATION OF

HAMMERSON HOME CHARITABLE TRUST

1 The Name of the Company (hereinafter called "the Association") is
"HAMMERSON HOME CHARITABLE TRUST"

2 The- registered office of the Association will be situate in England

3

(A) ~~The object, for which the Association is established is the relief of aged sick or disabled persons in necessitous circumstances resident in Greater London and elsewhere.~~ The object, for which the Association is established is the relief of poverty, sickness and disability and the advancement of health by providing or assisting in the provision of housing, accommodation, care, financial assistance and other items, services or facilities to Beneficiaries. Where Beneficiaries means (i) primarily persons of the Jewish faith, and also (ii) such persons connected or associated with the Jewish community as the trustees see fit, and (iii) such other persons as the trustees see fit, all of whom are (a) elderly, infirm or disabled, and (b) in need of care and assistance.¹

(B) In furtherance of this object but not further or otherwise the Association shall have the following powers -

(i) To provide sheltered, residential and hostel accommodation upon terms appropriate to their means

(ii) To provide equipment apparatus furniture furnishings and other comforts and amenities including (by way of example only and without prejudice to the generality of the foregoing words) wheelchairs, walking aids, television and radio sets, books and other aids to occupational therapy either by way of gift or loan as may be appropriate to the needs of the persons resident in such accommodation

(iii) To maintain repair upkeep and renew such accommodation and of the contents and equipment thereof

¹ As amended by Special Resolution of the Association passed on 1 March 2012.

11/03/12 14:40:11
11/03/12 14:40:11

(iv) To make grants of money or providing or paying for items, services or facilities calculated to reduce the need hardship or distress of such persons whether resident in such sheltered residential and hostel accommodation or in their own homes provided that no payments shall be made directly in relief of rates taxes or other public funds but may be made in supplementing relief or assistance provided out of public funds

(v) To provide or meet the whole or any part of the cost of providing recuperative holidays and other outgoings recreational amenities and transport for aged sick or disabled persons in necessitous circumstances whether resident in their own homes or living in such sheltered residential and hostel accommodation aforesaid

(vi) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct maintain and alter any buildings or erections.

(vii) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association

(viii) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association

(ix) To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit and subject to such consents as may be required by law

(x) To invest the moneys of the Association not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(xi) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes

(xii) To do all such other lawful things as will further the above objects or any of them

(xiii) To accept a transfer of engagements from any industrial and provident society which may be lawfully accepted by the Association on such terms as the Council of Management may think fit.²

Formatted: Bullets and
Numbering

PROVIDED THAT -

² As amended by Special Resolution Association passed on 1 March 2012.

(a) In the case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

(b) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association 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 Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their 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 Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

4 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association and no member of its Committee of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association, provided that nothing herein shall prevent any payment in good faith by the Association

(a) of reasonable and proper remuneration to any member officer or servant of the Association (not being a member of its Committee of Management or Governing Body) for any services rendered to the Association,

(b) of interest on money lent by any member of the Association or of its Committee of Management or Governing Body at a rate per annum not exceeding 2% less than the average base rate (rounded to the nearest $\frac{1}{2}$ per cent) prescribed for the time being by the Committee of London Clearing Banks or 3% whichever is the greater,

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Committee of Management or Governing Body,

(d) of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Committee of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company,

5 The liability of the members is limited

7 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, and property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of ~~article~~ Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object

~~Names, addresses and description and of subscribers~~

10/22/19, 02:41
+0530+ - +12" - 3-

Dated

Witness to the above Signatures

THIS COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

HAMMERSON HOME CHARITABLE TRUST

GENERAL

1-8 In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

Formatted Bullets and
Numbering

WORDS

MEANINGS

The Act

The Companies Act 1948 to 2006
including any statutory modification
thereof and any provisions thereof
for the time being in force.

These presents

These Articles of Association and
the regulations of the Association
from time to time in force.

The Association

The above-named Company.

1981/1/1 6407-41.1
- 1981/1/1 6407-41.1

The Council	The Council of management for the time being of the Association,-
The Office	The registered office of the Association,-
The Seal	The common seal of the Association,-
The United Kingdom	Great Britain and Northern Ireland,
Month	Calendar Month,
In writing	Written printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form,

And words importing the singular number only shall include the plural number, and vice versa

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents

2.9 The number of members with which the Association proposes to be registered is four, but the Council may from time to time register an increase of members

Formatted Bullets and Numbering

3.10 The provisions of ~~section 440~~ of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member

Formatted Bullets and Numbering

4.11 The Association is established for the purposes expressed in the ~~Memorandum of Association~~ article 3

Formatted Bullets and Numbering

5.12 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Association

Formatted Bullets and Numbering

GENERAL MEETINGS

6.13 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the

Formatted Bullets and Numbering

notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

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

Formatted Bullets and Numbering

- 15 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by ~~section 132~~ of the Act

Formatted Bullets and Numbering

- 16 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing 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), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit

Formatted Bullets and Numbering

- 17 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

Formatted Bullets and Numbering

PROCEEDINGS AT GENERAL MEETINGS

- 18 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 income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors

Formatted Bullets and Numbering

- 19 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members personally present shall be a quorum.

Formatted Bullets and Numbering

12.20 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 members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

Formatted Bullets and Numbering

21.

a. a member may attend a General Meeting by telephone conference or such other form of communications equipment, provided that all members participating in the meeting are able to hear and speak to each other throughout such meeting.

Formatted Bullets and Numbering

Formatted Indent Left 1.27 cm, First line 0 cm

Formatted Bullets and Numbering

b. a member so participating by telephone or other communication shall be deemed to be present in person at the General Meeting and shall be counted in the quorum and entitled to vote. Such a meeting shall be treated as being held and taking place at the place specified in the notice of the meeting.

Formatted Indent Left 1.27 cm

Formatted Indent Left 1.27 cm, First line 0 cm

Formatted Bullets and Numbering

a. a resolution passed at any General Meeting held in accordance with article 21, and signed by the Chairman of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held where all members attended in person.

Formatted Indent Left 1.27 cm, First line 0 cm

Formatted Bullets and Numbering

14.22¹ The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, 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 members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

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

Formatted Bullets and Numbering

16.24 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman.

Formatted Bullets and Numbering

¹ As amended by Special Resolution of the Association passed on 1 March 2012.

² As amended by Special Resolution of the Association passed on 1 March 2012.

or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association 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. The demand for a poll may be withdrawn.

~~17~~ 25. Subject to the provisions of Article 2618, 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.

Formatted: Bullets and Numbering

~~18~~ 26. No poll shall be demanded on the election of a Chairman of a meeting, or on any, question of adjournment.

Formatted: Bullets and Numbering

~~19~~ 27. 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.

Formatted: Bullets and Numbering

~~20~~ 28. 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.

Formatted: Bullets and Numbering

VOTES OF MEMBERS

~~21~~ 29. Subject as hereinafter provided, every member shall have one vote.

Formatted: Bullets and Numbering

~~22~~ 30. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

Formatted: Bullets and Numbering

~~23~~ 31. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

Formatted: Bullets and Numbering

~~24~~ 32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

Formatted: Bullets and Numbering

25.33 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

Formatted: Bullets and Numbering

26.34 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal 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 at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Formatted: Bullets and Numbering

27.35 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit,

Formatted: Bullets and Numbering

HAMMERSON HOME CHARITABLE TRUST

I,
of Hammerson Home Charitable Trust Limited a member of
Hammerson Home Charitable Trust Limited hereby appoint

of
and failing him,
of

to vote for me and on my behalf at the (Annual or Extra-ordinary,
or adjourned, as the case may be) General Meeting of the
Association to be held on the day of

, and at every adjournment thereof

"As witness my hand this day of 19 "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

COUNCIL OF MANAGEMENT

28.36 Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than two nor more than seven

Formatted: Bullets and Numbering

29.37 The first members of the Council shall be the subscribers of the Memorandum of Association

Formatted: Bullets and Numbering

2019/04/17 14:43:11
G:\2019\04\17\2019-2020\2019-2020

30-38 The Council may from time to time and at any time appoint any member of the Council either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded Any member so appointed shall retain his office until the next Annual General Meeting, but he shall then be eligible for re-election

Formatted: Bullets and Numbering

31-39 No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council

Formatted: Bullets and Numbering

POWERS OF THE COUNCIL

32-40 The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made

Formatted: Bullets and Numbering

33-41 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose

Formatted: Bullets and Numbering

SECRETARY

34-42 The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them The provisions of sections 177 and 179 of the Act shall apply and be observed The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary or no Secretary capable of acting

Formatted: Bullets and Numbering

THE SEAL

35-43 The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence

Formatted: Bullets and Numbering

2025/11/11 11:11:11
11 11 11 11 11 11 11 11 11 11

of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

17th July 1943
J. J. J. J. J.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

| ~~26-11~~ The office of a member of the Council shall be vacated-

Formatted: Bullets and Numbering

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors

(B) If he becomes of unsound mind

(C) If by notice in writing to the Association he resigns his office

(D) If he ceases to hold office by reason of any order made under section 188 of the Act

| (E) If he is removed from office by a resolution duly passed pursuant to ~~section 184~~ of the Act

| (F) If he ceases to be a member by virtue of ~~section 185~~ of the Act

ROTATION OF MEMBERS OF THE COUNCIL

| ~~37-45~~ At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office

Formatted: Bullets and Numbering

| ~~38-46~~ The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election

Formatted: Bullets and Numbering

| ~~39-47~~ The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such members shall have been put to the meeting and lost

Formatted: Bullets and Numbering

| ~~40-48~~ No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time being the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also

Formatted: Bullets and Numbering

13/09/2012 12:43:11
10/01/2012 12:43:11

notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days

~~41-19~~ The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase

Formatted: Bullets and Numbering

~~42-50~~ In addition and without prejudice to the provisions of ~~section 184 of the Act~~, the Association may by ~~Extraordinary~~ Special Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

Formatted: Bullets and Numbering

PROCEEDINGS OF THE COUNCIL

~~43-51~~ The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote

Formatted: Bullets and Numbering

~~44-52~~ A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting

Formatted: Bullets and Numbering

~~45-53~~ The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting

Formatted: Bullets and Numbering

~~46-54~~ A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally

Formatted: Bullets and Numbering

~~47-55~~ The Council may delegate any of their powers to committees consisting of such members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated,

Formatted: Bullets and Numbering

conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council and all acts and proceedings of any such committee shall be fully reported back to the Council as soon as possible.

~~48.56.~~ All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

Formatted Bullets and Numbering

~~49.57~~ The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

Formatted: Bullets and Numbering

~~50.58.~~ A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

Formatted Bullets and Numbering

58A. All or any of the members of the Council may participate in a meeting of the Council by means of a telephone conference or any other communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a 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.⁵

ACCOUNTS

~~51.59.~~ The Council shall cause proper books of account to be kept with respect to

Formatted Bullets and Numbering

(A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place,

⁵ As amended by Special Resolution of the Association passed on 1 March 2012.

(B) all sales and purchases of goods by the Association, and

(C) the assets and liabilities of the Association

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

52.60 The books of account shall be kept at the office, or, subject to ~~section 147 (3) of the Act~~, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council

Formatted: Bullets and Numbering

53.61 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting

Formatted: Bullets and Numbering

54.62 At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all or which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of ~~section 158 (1) (c) of the Act~~, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by ~~section 14 of the Companies Act 1967~~

Formatted: Bullets and Numbering

AUDIT

55.63 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors

Formatted: Bullets and Numbering

56.64 Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the

Formatted: Bullets and Numbering

1/4/99 15:40:23 11
1/4/99 15:40:23 11

Companies Act 1967, the members of the Council being treated as the Directors mentioned in those sections

NOTICES

57.65 — A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members

Formatted Bullets and
Numbering

58.66 — Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom, at which notices served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association

Formatted Bullets and
Numbering

59.67 — Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter

Formatted Bullets and
Numbering

DISSOLUTION

~~68 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.~~

Formatted Bullets and
Numbering

Names, addresses and description and of subscribers

~~Witness to the above Signatures--~~