

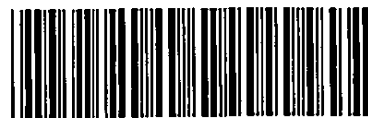
2163894
Company Number ~~1516377~~

The Companies Acts 1985 to 2006

Company Limited by Shares

Special Resolution of

WEDNESDAY



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A12 26/11/2008 283
COMPANIES HOUSE

BEN – Motor and Allied Trades Benevolent Fund

Passed on 25 September 2008

We, the undersigned, being all the members of the Company, **hereby pass** the following resolutions pursuant to Chapter 2 Part 13 of the Companies Act 2006:

Special Resolutions

1. That the Memorandum of Association of the Company be altered by the deletion of the existing clause 3 and substituting it for the following clause:
 3. The Company's objects are to relieve distress and financial hardship by the provision of:
 - 3.1 financial support and facilities to people resident in the UK or the Republic of Ireland who:
 - (a) are working or have worked in a qualifying trade or industry; or
 - (b) are members of a qualifying organisation; or
 - (c) are close dependants of any such person.
 - 3.2 facilities (to the extent that these are not required for the benefit of people who qualify for assistance under clause 3.1) for the benefit of people who do not so qualify.

and for the purposes of these objects:

CS2843 *B. Chel*

- residence in the UK or the Republic of Ireland shall mean residence which entitles the resident to claim Housing Benefit in the UK or the equivalent benefit in the Republic of Ireland.
- a qualifying trade or industry shall mean motor, agricultural, engineering, cycle and allied trades and industries, including any trade, business, occupation, profession or association which provides financial, insurance or other services, or which originates or publishes material relating to the said trades and industries, or whose activities or any of them are ancillary to or connected with those trades and industries. For the purpose of these objects "motor, agricultural, engineering, cycle and allied trades and industries" shall include any individual or body engaged in the manufacture, sale, repair or service of agricultural and garden machinery and equipment, caravans, coachwork, commercial vehicles, cycles, garage and service equipment, motor cars, motor coaches, motor cycles, omnibuses, tractors, lubricants or propulsion fuel of any of them, and the component parts of any of them or, in the case of an individual or body only partially so engaged, only those engaged solely in such production, sale or service.
- a qualifying organisation shall mean the Institute of the Motor Industry and the Automobile Division of the Institute of Mechanical Engineers.
- a close dependant shall mean an individual who relies on such person for financial or other support who, subject to exceptional circumstances, resides with such person and in any event to include the spouse, civil partner, co-habitee, widow, widower, children and parents of such person.

In furtherance of the above objects but not further or otherwise the Company shall have the following powers:

- (A) To provide financial assistance and make grants and donations by means of gift, pension or loan (either secured or unsecured).

- (B) To provide, maintain and administer nursing, residential and hostel accommodation, housing and day centres.
- (C) To acquire the undertaking of the unincorporated association known as "The Motor and Cycle Trades Benevolent Fund" ("the Fund") and to acquire the whole or any part of the real and personal property currently held by Custodian Trustees on trust on behalf of the Fund.
- (D) To procure commission print record publish issue and distribute whether in conjunction with any other persons or companies or otherwise and whether gratuitously or otherwise books pamphlets leaflets newspapers advertisements films broadcasts gramophone recordings or other forms of publications or recording desirable for the promotion of the Company's objects.
- (E) Subject to such consents as may be required by law to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
- (F) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, provided that the Company shall not undertake any permanent trading activities in raising funds for the above objects.
- (G) To invest the moneys of the Company not immediately required for the furtherance of its objects 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.
- (H) 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 which the Company may think necessary for the promotion of its objects.

- (I) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.
- (J) Subject to Clause 4 hereof, to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.
- (K) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (L) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.
- (M) To establish and support or aid the establishment and support of any charitable trusts, associations

or institutions and to subscribe or guarantee money for charitable purposes to such charitable trusts, associations or institutions in any way connected with or calculated to further any of the objects of the Company provided always that the Company shall have the power to act as an Agent for the purposes of Section 27 of the Finance Act 1986 (Donations Under a Payroll Deduction Scheme) as the same shall be enacted or modified from time to time and the Company shall further have the power within its capacity as Agent to authorise donations to other charities.

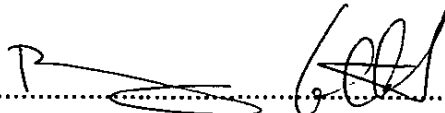
- (N) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- (O) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (P) To establish where necessary local branches (whether autonomous or not).
- (Q) From time to time to make beds available in any residential centre belonging to the Company for persons in need of acute, post operative and rehabilitative care at such fees as it thinks fit. Provided that the accommodation of such persons shall not either:
 - (a) be inconsistent with or calculated to impede the objects of the charity; or
 - (b) constitute any part of the object of the charity.
- (R) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

2. That the following clause be added as clause 9 to the Memorandum of Association of the Company:

9. Throughout this Memorandum and Articles of Association of the Company a charitable purpose is one regarded as charitable both in the law of England and Wales and in the law of Scotland and the term "charitable" is to be interpreted in accordance with both the law of England and Wales and the law of Scotland. For the avoidance of doubt the system of law governing the constitution of the Company is the law of England and Wales.

Signed:  Director/Secretary

Signed:  Director

Signed:  Director



In the matter of the Housing Act 1996

In the matter of **BEN – MOTOR AND ALLIED TRADES BENEVOLENT FUND** a Company registered under the Companies Act 1985, whose registered office is at 'Lynwood' Sunninghill Ascot Berkshire SL5 OAJ

WHEREAS **BEN – MOTOR AND ALLIED TRADES BENEVOLENT FUND** (hereinafter called "the Landlord") is a registered social landlord within the meaning of Part 1 of the Housing Act 1996

NOW THE HOUSING CORPORATION 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 HOUSING CORPORATION in witness whereof the COMMON SEAL was hereto affixed this 7th day of November 2008

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


Authorised Signatory

Seal No.

C52843

