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COMPANIES HOUSE

**Charities Act 2011, Companies Act 2006, & Charities and Trustee Investment
(Scotland) Act 2005**

MEMORANDUM OF ASSOCIATION OF

WATCH TOWER BIBLE AND TRACT SOCIETY OF BRITAIN

(company limited by guarantee and not having a share capital)

(As altered by Special Resolutions passed April 19, 2000;
April 13, 2016 and April 8, 2022.)

1. NAME

The name of the company is the Watch Tower Bible and Tract Society of Britain ("the Charity").

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales.

3. OBJECTS

The objects ("the Objects") of the Charity are to advance the Christian religion as practised by the body of Christian persons known as Jehovah's Witnesses, in particular but not exclusively by:

- 3.1 producing audio and video material for Bible education, publishing, importing, exporting, recording, translating, producing, and distributing Bible literature;
- 3.2 providing services and facilities for members of the Worldwide Order of Special Full-time Servants of Jehovah's Witnesses ("the Order") and such other support as deemed appropriate from time to time;
- 3.3 purchasing, building, and renovating properties for use by Jehovah's Witnesses as places of worship, as well as for other purposes to support the Charity's objects;
- 3.4 engage in acts of charity, mercy, and humanitarian aid; and
- 3.5 distributing funds and goods to other entities that have similar aims.

Nothing in the Memorandum and Articles of Association of the Charity shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

4. POWERS

The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:

- 4.1 to receive donations. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 4.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- 4.4 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate

- with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- 4.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 4.6 to establish or support any charitable trusts, associations, or institutions formed for any of the charitable purposes included in the Objects;
 - 4.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
 - 4.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 4.9 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - 4.10 to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
 - 4.11 to deposit or invest funds in any lawful manner having full regard to the suitability of investments and the need for diversification;
 - 4.12 to delegate the management of investments to a financial expert, but only on terms that: the investment policy is recorded in writing for the financial expert by the directors; every transaction is reported promptly to the directors; the performance of the investments is reviewed regularly with the directors; the directors are entitled to cancel the delegation arrangements at any time; and the investment policy and the delegation arrangement are reviewed at least once a year; the financial expert must not do anything outside the powers of the directors; and
 - 4.13 to do anything else within the law (including the law of the country in which assistance is given) which promotes or helps to promote the objects.

5. BENEFITS TO MEMBERS AND DIRECTORS

The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but:

- 5.1 members who are not directors may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
- 5.2 members (including directors) may be paid a reasonable rent or hiring fee for property let or hired to the Charity;
- 5.3 individual members who are not directors but who are beneficiaries may receive charitable benefits in that capacity; and
- 5.4 the directors may receive board, accommodation and (provisions) provided by the Charity for all its full time volunteer workers only under the following conditions:
 - 5.4.1 the provisions provided by the Charity are necessary for the proper performance of the directors' duties to the Charity;
 - 5.4.2 the accommodation provided by the Charity shall be enjoyed by the directors only on a bare licence basis;
 - 5.4.3 the accommodation, board, and other provisions enjoyed by the directors shall be of the same or similar standard to that of other full-time volunteer workers of the Charity;
 - 5.4.4 the monetary allowance given to the directors shall be based only on the estimated travel expenses reasonably incurred by a full-time volunteer worker for the Charity in fulfilling their responsibilities to the Charity and reasonable ordinary living expenses of a full-time volunteer worker of the Charity;
 - 5.4.5 allocation of accommodation for the responsibilities to the Charity and reasonable ordinary living expenses of a full-time volunteer worker of the Charity; shall not be determined by the directors but shall be allocated by a non-director applying the same internal rules for accommodation allocation

- as for any other volunteer worker of the Charity; and
- 5.4.6 a director can withdraw from any meeting whilst his board and accommodation is being discussed or the terms of any other board or accommodation which might affect that director is being discussed.
- 5.5 A director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
 - 5.5.1 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - 5.5.2 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 5.5.3 payment to any company in which a director has no more than a 1 per cent shareholding; and
 - 5.5.4 in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission ("the Commission") in advance).
- 5.6 Whenever a director has a personal interest in a matter to be discussed at a meeting of the directors or a committee the director concerned must:
 - 5.6.1 declare an interest at or before discussion begins on the matter;
 - 5.6.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.6.3 not be counted in the quorum for that part of the meeting; and
 - 5.6.4 withdraw during the vote and have no vote on the matter.

This clause may not be amended without the prior written consent of the Commission.

6. LIMITED LIABILITY

The liability of the members is limited.

7. GUARANTEE

Every member promises, if the Charity is dissolved while he remains a member or within 12 months afterward, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member.

8. DISSOLUTION

If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied by the directors in one or more of the following ways:

- 8.1 by transfer to one or more bodies established for exclusively charitable purposes within the same as or similar to the Objects; the specific one or more bodies to be determined by the directors;
- 8.2 directly for the Objects or charitable purposes within or similar to the Objects; and
- 8.3 in such manner consistent with charitable status as the Commission approves in writing in advance.

9. INTERPRETATION

- 9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum; and
- 9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

NOTE: The following is the subscription to the original Memorandum of Association:
We wish to be formed into a company under this Memorandum of Association

NAMES AND ADDRESSES OF SUBSCRIBERS

JACK DOWSON,
Watch Tower House, The Ridgeway
London NW7 1RN

RONALD DRAGE,
Watch Tower House, The Ridgeway
London NW7 1RN

BEVAN JOHN VIGO,
Watch Tower House, The Ridgeway,
London NW7 1RN

PETER ELLIS,
Watch Tower House, The Ridgeway
London NW7 1RN

DATE: 25 October 1999

Witness to the above signatures:

Name: Ian S Barnett

Address: IBSA House, The Ridgeway

London, NW7 1RN

Occupation: Barrister

**Charities Act 2011, Companies Act 2006 & Charities and Trustee Investment
(Scotland) Act 2005**

ARTICLES OF ASSOCIATION

WATCH TOWER BIBLE AND TRACT SOCIETY OF BRITAIN
(company limited by guarantee and not having a share capital)

(As altered by Special Resolutions passed April 19, 2000, November 21, 2013, and
April 13, 2016.)

1. MEMBERSHIP

- 1.1 The number of members with which the company proposes to be registered is unlimited.
- 1.2 The Charity must maintain a register of members.
- 1.3 Membership of the Charity is open to any person currently serving as an elder in a congregation of Jehovah's Witnesses in Britain who is interested in promoting the Objects who:
 - 1.3.1 is invited to membership by the directors; and
 - 1.3.2 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative.
- 1.4 The directors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.5 Membership is terminated if the member concerned:
 - 1.5.1 gives written notice of resignation to the Charity;
 - 1.5.2 dies or (in the case of an organisation) ceases to exist;
 - 1.5.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due);
 - 1.5.4 ceases to be an elder in a congregation of Jehovah's Witnesses in Britain; or
 - 1.5.5 is removed from membership by resolution of the directors on the ground that in their reasonable opinion the member's continued membership is harmful to the charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice).
- 1.6 Membership of the Charity is not transferable.

2. EXTRAORDINARY GENERAL MEETINGS

Subject to the provisions of the Companies Act 2006, the Board of Directors shall have the power to convene at short notice an Extraordinary General Meeting of the members of the Company and at such meeting no matters shall be taken into consideration except those specified in the notice convening the same.

3. GENERAL MEETINGS

- 3.1 Save for adopting the short notice procedure prescribed by the Companies Act

2006, fourteen clear days notice at the least, or (in the case of a meeting convened to pass a Special Resolution) twenty-one clear days notice at the least, shall be given in manner hereinafter mentioned to such members as are, under the provisions herein contained, entitled to receive notices from the Charity and also to the Charity's Auditors. The length of the notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for which it is given.

- 3.2 There is a quorum at a general meeting if the number of members personally present is a majority of the members.
- 3.3 The Chairman or if the Chairman is unable or unwilling to do so some other member elected by those present presides at a general meeting.
- 3.4 Except where otherwise provided by the Act, every issue is decided by a majority of votes cast.
- 3.5 Every member present in person or through an authorised representative has one vote on each issue. On a poll every member who is present in person or by proxy shall have one vote.
 - 3.5.1 On a poll votes may be given personally or by proxy.
 - 3.5.2 The instrument appointing a proxy shall be in writing under the hand of his appointor or his attorney duly authorised in writing.
 - 3.5.3 A proxy must be a member of the Charity.
 - 3.5.4 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Charity not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
 - 3.5.5 The instrument appointing the proxy shall be in the ordinary form.
 - 3.5.6 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 such death, insanity or revocation shall have been received by the Charity at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 3.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 3.7 A general meeting may be called at any time by the directors and must be called within 28 days on a written request from at least ten percent (10%) of the members.

4. THE DIRECTORS

- 4.1 The directors as charity trustees have control of the Charity and its property and funds. All monetary transactions shall be authorized by two directors.
- 4.2 The directors when complete consist of at least three and not more than seven individuals, all of whom must be members of the Charity and be Jehovah's Witnesses.
- 4.3 The subscribers to the Memorandum are the first directors of the Charity.
- 4.4 Every director must sign a declaration of willingness to act as a charity director of the Charity before he is eligible to vote at any meeting of the directors.
- 4.5 A director's terms of office automatically terminates if he:
 - 4.5.1 is disqualified under the Charities Act 2011 from acting as a charity

- trustee;
- 4.5.2 is incapable, whether mentally or physically, of managing his own affairs;
- 4.5.3 is absent from the meetings of the directors during a continuous period of six months without a special leave of absence from the directors being given;
- 4.5.4 ceases to be a member but such a person may be reinstated by resolution passed by all the other directors on resuming membership of the Charity;
- 4.5.5 resigns by written notice to the directors (but only if at least two directors will remain in office);
- 4.5.6 is removed by resolution passed by a simple majority of the members present and voting at a general meeting after the meeting has invited the views of the directors concerned and considered the matter in the light of any such views; or
- 4.5.7 ceases to be an elder serving in a congregation of Jehovah's Witnesses in Britain.
- 4.6 The directors may at any time co-opt any person duly qualified to be appointed as a director to fill a vacancy in their number or as an additional director.
- 4.7 A technical defect in the appointment of a director of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

5. PROCEEDINGS OF DIRECTORS

- 5.1 The directors must hold at least four meetings each year.
- 5.2 A quorum at a meeting of the directors is a majority of the directors.
- 5.3 A meeting of the directors may be held either in person or by suitable electronic means agreed by the directors in which all participants may communicate with all the other participants.
- 5.4 The Chairman or (if the Chairman is unable or unwilling to do) some other director chosen by the directors present presides at each meeting.
- 5.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the directors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 5.6 Every director has one vote on each issue.
- 5.7 A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

6. POWERS OF DIRECTORS

The directors have the following powers in the administration of the Charity:

- 6.1 to appoint (and remove) any member (who may be a director) to act as Secretary to the Charity in accordance with the Act;
- 6.2 to appoint a Chairman, Treasurer and other honorary officers from among their number;
- 6.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a director and all proceedings of committees must be reported promptly to the directors);
- 6.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
- 6.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
- 6.6 to make Regulations consistent with the Memorandum, these Articles and the Act

- to govern the administration of the Charity and the use of its seal (if any);
- 6.7 to establish procedures to assist the resolution of disputes within the Charity; and
- 6.8 to exercise any powers of the Charity which are not reserved to a general meeting.

7. RECORDS & ACCOUNTS

- 7.1 The directors must comply with the requirements of the Act as to keeping financial records, the audit of accounts, and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 7.1.1 annual reports;
 - 7.1.2 annual returns; and
 - 7.1.3 annual statement of accounts.
- 7.2 The directors must keep proper records of:
 - 7.2.1 all proceedings at general meetings;
 - 7.2.2 all proceedings at meetings of directors;
 - 7.2.3 all reports of committee; and
 - 7.2.4 all professional advice obtained.
- 7.3 Accounting records relating to the Charity must be made available for inspection by any director at any reasonable time during normal office hours and may be made available for inspection by members who are not directors if the directors so decide.
- 7.4 A copy of the Charity's latest available statement of account must be supplied on request to any director or member, or to any other person who makes a written request and pay the Charity's reasonable costs, within two months.

8. NOTICES

- 8.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Charity.
- 8.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 8.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 8.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 8.3.2 two clear days after being sent by first class post to that address;
 - 8.3.3 three clear days after being sent by second class or overseas post to that address;
 - 8.3.4 on the date of publication of a newspaper containing the notice;
 - 8.3.5 on being handed to the member or in the case of a member organisation to its authorised representative personally; or, if earlier,
 - 8.3.6 as soon as the member acknowledges actual receipt.
- 8.4 A technical defect in the giving of notice of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

9. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

10. INTERPRETATION

In the Memorandum and in these Articles:

‘The Act’ may refer to the Companies Act 2006 or the Charities Act 2011;

‘these Articles’ means these articles of association;

‘authorised representative’ means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

‘Chairman’ means the chairman of the directors;

‘the Charity’ means the company governed by these Articles;

‘charity director’ means the persons having the general control and management of the administration of a charity;

‘clear day’ means 24 hours from midnight following the relevant event;

‘the Commission’ means the Charity Commission for England and Wales;

‘elder’ means a person appointed pursuant to the spiritual direction provided by the Governing Body of Jehovah’s Witnesses to serve in that capacity;

‘financial expert’ means an individual, a company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986;

‘Jehovah’s Witnesses’ means that body of Christians who recognise the spiritual authority of the Governing Body of Jehovah’s Witnesses situated at 1 Kings Drive, Tuxedo Park, New York 10987, United States;

‘material benefit’ means a benefit which may not be financial but has a monetary value;

‘member’ and ‘membership’ refer to membership of the Charity;

‘Memorandum’ means the Charity’s Memorandum of Association;

‘month’ means calendar month;

‘the objects’ means the objects of the Charity as defined in clause 3 of the Memorandum;

‘Secretary’ means the Secretary of the Charity;

‘taxable trading’ means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying the Objects;

‘directors’ are charity trustees as defined by section 177 of the Charities Act 2011;

‘Volunteer worker’ includes a resident member of any religious community established or maintained in whole or in part by the Charity

‘written’ or ‘in writing’ refers to a legible document on paper including a faxed message; and

‘year’ means calendar year.

10.1 Expressions defined in the Act have the same meaning.

NOTE: The following is the subscription to the original Articles of Association.

NAMES & ADDRESSES OF SUBSCRIBERS

JACK DOWSON,
Watch Tower House, The Ridgeway
London NW7 1RN

RONALD DRAGE,
Watch Tower House, The Ridgeway
London NW7 1RN

BEVAN JOHN VIGO,
Watch Tower House, The Ridgeway,
London NW7 1RN

PETER ELLIS,
Watch Tower House, The Ridgeway
London NW7 1RN

Date 25 October 1999

Witness to the above signatures

Name: Ian S Barnett

Address: IBSA House, The Ridgeway London, NW7 1RN

Occupation: Barrister

From: digitalservices1
Sent: 23 March 2022 08:53
To: InboxLGLCorp.GB; InboxLGLCorp.GB
Subject: WATCH TOWER BIBLE AND TRACT SOCIETY OF BRITAIN - Ref. 1077961 Consent to Dissolution Clause Change CRM:0049264

Please be cautious: This message came from outside our e-mail system.

Dear Thompson Ben

WATCH TOWER BIBLE AND TRACT SOCIETY OF BRITAIN - 1077961

Thank you for submitting the application to change your charity's dissolution clause. Your request has been successful and you now have the formal consent from the Charity Commission under s.198(2)(b) of the Charities Act 2011 to amend the dissolution clause to read:

8. DISSOLUTION

If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied by the directors in one or more of the following ways:

8.1 by transfer to one or more bodies established for exclusively charitable purposes within the same as or similar to the Objects; the specific one or more bodies to be determined by the directors;

8.2 directly for the Objects or charitable purposes within or similar to the Objects; and

8.3 in such manner consistent with charitable status as the Commission approves in writing in advance.

The trustees should ensure that they retain a copy of this consent for the charity's records.

You will now need to pass the resolution which will normally be at a general meeting of the charity. You can find further guidance on the process if you search for Companies House on www.gov.uk<<http://www.gov.uk>>

Next Steps:

- * You will now need to pass the resolution to make the change.
- * You should then access the amendment service on our website and provide the date that the resolution was passed.
- * You will then be prompted to upload a pdf copy of the resolution.

Yours sincerely

Charity Commission

This is an automated email response. This email box is not monitored so please do not reply to this email as it will not be picked up

Annwyl Thompson Ben

WATCH TOWER BIBLE AND TRACT SOCIETY OF BRITAIN - 1077961

Diolch am anfon y cais i newid cymal diddymu eich elusen. Mae'ch cais wedi bod yn llwyddiannus ac mae cydsyniad ffurfiol gennych gan y Comisiwn Elusennau o dan adran 198(2)(b) o Ddeddf Elusennau 2011 i newid y cymal diddymu i ddarllen:

8. DISSOLUTION

If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied by the directors in one or more of the following ways:

8.1 by transfer to one or more bodies established for exclusively charitable purposes within the same as or similar to the Objects; the specific one or more bodies to be determined by the directors;

8.2 directly for the Objects or charitable purposes within or similar to the Objects; and

8.3 in such manner consistent with charitable status as the Commission approves in writing in advance.

Dylai'r ymddiriedolwyr sicrhau eu bod yn cadw copi o'r cydsyniad ar gyfer cofnodion yr elusen.

Bydd rhaid i chi basio'r penderfyniad a gwneir hyn fel rheol yng nghyfarfod blynyddol yr elusen. Cewch ragor o arweiniad ar y broses trwy chwilio am Dŷ'r Cwmnïau ar www.gov.uk <<http://www.gov.uk>>.

Y Camau Nesaf:

- * Bydd rhaid i chi basio'r penderfyniad nawr i wneud y newid.
- * Yna dylech ddefnyddio'r gwasanaeth diwygio ar ein gwefan a nodi'r dyddiad y cafodd y penderfyniad ei basio.
- * Yna gofynnir i chi lanlwytho copi pdf o'r penderfyniad.

Yn gywir

Comisiwn Elusennau

Ymateb awtomataidd yw hwn. Nid yw'r cyfeiriad e-bost hwn yn cael ei fonitro, felly peidiwch ag anfon ymateb yma gan na chaiff ei godi

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